STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS AND MINING									FORM 3 AMENDED REPORT				
			1. WELL NAME and NUMBER Three Rivers 7-34-821										
2. TYPE O	F WORK	DRILL NEW WELL (REEN	TER P&A WEL	L DEEPEN	WELL (3. FIELD OR W		GNATED		
4. TYPE O	F WELL	,	Well		thane Well: NO				5. UNIT or COM			ENT NAM	IE
6. NAME (OF OPERATOR	OI							7. OPERATOR				
8. ADDRE	SS OF OPERAT			A ENERGY LI					9. OPERATOR	E-MAIL	6-5200		
10. MINER	AL LEASE NUM		30 Larimer S		er, CO, 80202 IINERAL OWNERS	SHIP			12. SURFACE C	rsatre@axia	aenergy.cor	n	
(FEDERAI	_, INDIAN, OR S	TATE) Patented		FE	DERAL IND	DIAN 🔵 STA	ATE 🔵 FE	E 📵	FEDERAL	INDIAN 🗍	STATE	O FI	EE 📵
13. NAME	OF SURFACE	OWNER (if box 12 = Dan Scha		gr, Ouray Na	tional Wildlife Refu	uge			14. SURFACE ((if box 12 5-2522	= 'fee')	
15. ADDR	ESS OF SURFA	CE OWNER (if box	12 = 'fee') HC 69 Box 2	32, Randlett	, UT 84063				16. SURFACE	OWNER E-MAIL	(if box 12	= 'fee')	
	N ALLOTTEE O	R TRIBE NAME		MUL	NTEND TO COMM TIPLE FORMATION S (Submit C			0 📵	19. SLANT	DIRECTION	AL 🗍 F	IORIZONT	·AL 📄
20. LOC	ATION OF WELL			FOOTAG	SES	QTR-QTF	t SI	ECTION	TOWNSH	IP R	ANGE	МЕ	RIDIAN
LOCATIO	N AT SURFACE			652 FSL 19	23 FEL	SWSE		7	8.0 S	2	1.0 E		S
Top of U	ppermost Prod	ucing Zone		652 FSL 19	23 FEL	SWSE	7	7	8.0 S	2	1.0 E		S
At Total	Depth			652 FSL 19	1923 FEL SWSE 7			7	8.0 S 21.0 E S			S	
21. COUN	ITY	UINTAH		22. D	ISTANCE TO NEA	REST LEASE L	INE (Feet)		23. NUMBER O		ILLING UN	IT	
					DISTANCE TO NEA		SAME POOL		26. PROPOSED		TVD: 645	4	
27. ELEV	ATION - GROUN	ID LEVEL 4673		28. E	OND NUMBER	LPM9046682	29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE						
			7	7 >	Hole, Casing	, and Cemen	t Informatio	on					
String	Hole Size	Casing Size	Length	Weight	Grade & Th		x Mud Wt.		Cement			Yield	Weight
Surf	11	8.625	0 - 1000	32.0	J-55 LT8	&C	8.7	Premium Lite High Strength Class G			100	1.16	11.5 15.8
Prod	7.875	5.5	0 - 6454	17.0	J-55 LT8	RC .	9.2	Pren	Premium Lite High Strength 450			2.31	12.0
		'			A	TTACHMENT	s						
	VER	IFY THE FOLLOW	VING ARE	ATTACHED	IN ACCORDAN	ICE WITH THI	E UTAH OIL	AND GAS	CONSERVAT	ION GENERA	L RULES		
₩ w	ELL PLAT OR M	AP PREPARED BY L	ICENSED SUI	RVEYOR OR	ENGINEER		COMPLETE DRILLING PLAN						
I ✓ AF	FIDAVIT OF STA	TUS OF SURFACE	OWNER AGRI	EEMENT (IF F	FEE SURFACE)		FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER						
DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED) TOPOGRAPHICAL MAP													
NAME D	on Hamilton			TITLE Perm	nitting Agent (Buys	& Associates, I	priorities, Inc) PHONE 435 719-2018						
SIGNATU	IRE			DATE 02/0	4/2013					EMAIL starpoi	nt@etv.net		
	ber assigned 047535580			APPROVAL				Boll	Zejll				
							Permit Manager						

DRILLING PLAN

Axia Energy, LLC
Three Rivers Project
Three Rivers #7-34-821
SWSE Sec 7 T8S R21E
Uintah County, Utah

1. ESTIMATED FORMATION TOPS

FORMATIO	N	TOP (TVD)	COMMENTS
Uinta		Surface	Gas & Degraded Oil; Possible Brackish H₂O
Green River		2,430′	Oil & Associated Gas
Lower Green River*		4,357′	Oil & Associated Gas
Wasatch*		6,154′	Oil & Associated Gas
TD	6,454' (MD)	6,454' (TVD)	

NOTE: Datum, Ground Level (GL) Elevation: 4,673; Asterisks (*) denotes target pay intervals

A) The State of Utah, Division of Oil, Gas and Mining will be notified within 24 hours of spudding the well.

2. CASING PROGRAM

CASING	HOLE SIZE	DEPTH SET (MD)	CSG SIZE	WGHT	GRD	THRD	CAPACITY (bbl/ft)
CONDUCTOR		50-100	13 3/8				
SURFACE	11	1000 ±	8 %	32.0	J-55	LTC	0.0609
PRODUCTION	7 1/8	6,454'	5 ½	17.0	J-55	LTC	0.0232

NOTE: All casing depth intervals are to surface unless otherwise noted.

Casing Specs

SIZE (in)	ID (in)	DRIFT DIA (in)	COLLAPSE RESISTANCE (psi)	INTERNAL YIELD (psi)	TENSILE YIELD (lbs)	JOINT STRENGTH (lbs)
8 5/8	7.921	7.796	2,530	3,930	503,000	417,000
5 ½	4.892	4.767	4,910	5,320	272,000	273,000

^{*}The State of Utah will be notified 24 hours prior to running casing, cementing, and BOPE testing

FLOAT EQUIPMENT

Float Shoe, 1 JNT Casing, Float Collar **SURFACE (8 %):**

1st 4 Joints: every joint

Centralizers:

Remainder: every third joint

Float Shoe, 1 JNT Casing, Float Collar PRODUCTION (5 1/2):

> 1st 4 Joints: every joint Centralizers:

Remainder: every third joint 500' into surface casing

NOTE: 5 1/2" 17# J-55 or equivalent marker collar or casing joints will be placed at the top of the Green

River and approximately 200' above the Wasatch.

CEMENT PROGRAM 3.

CONDUCTOR (13 3/8): Ready Mix - Cement to surface

Cement Top: Surface SURFACE (8 %):

> 100 sks, Premium Lightweight Cmt w/ additives, 11.50 ppg, 2.97 Lead:

> > cf/sk, 50% excess

Tail: 115 sks Class G Cement w/ additives, 15.80 ppg, 1.16 cf/sk, 50%

excess

NOTE: The above volumes are based on a gauge-hole + 50% excess.

Cement Top - 2,000' PRODUCTION (5 1/2):

450 sacks - Light Premium Cement w/ additives - 12.0 ppg, 2.31

ft3/sk - 20% excess

NOTE: The above volumes are based on gauge hole + 20%

excess. Adjustments will be made and volumes will be caliper +

10%.

NOTE: The above volumes are based on a gauged-hole. Adjustments will be made based on caliper.

- A) For Surface casing, if cement falls or does not circulate to surface, cement will be topped off.
- B) Cement will not be placed down annulus with a 1" pipe unless BLM is contacted.
- c) The State of Utah will be notified 24 hours prior to running casing and cementing.

4. PRESSURE CONTROL EQUIPMENT

- A) The State of Utah, Division of Oil, Gas and Mining will be notified 24 hours prior to all BOPE pressure tests.
- **B)** The BOPE shall be closed whenever the well is unattended.
 - a) All BOPE connections subjected to well pressure will be flanged, welded, or clamped.
 - b) Choke Manifold:

- Tee blocks or targeted 'T's will be used and anchored to prevent slip and reduce vibration.
- ii) Two adjustable chokes will be used in the choke manifold.
- iii) All valves (except chokes) in kill line choke manifold and choke line will not restrict the flow.
- iv) Pressure gauges in the well control system will be designed for drilling fluid.

c) BOPE Testing:

- a) BOPE shall be pressure tested when initially installed, whenever any seal subject to pressure testing is broken, or after repairs.
- b) All BOP tests will be performed with a test plug in place.
- c) BOP will be tested to full stack working pressure and annular preventer to 50% stack working pressure.

INTERVAL	BOP EQUIPMENT							
0 - 1000 ±	11" Diverter with Rotating Head							
1000 ± – TD	3,000# Ram Double BOP & Annular with Diverter & Rotating Head							
NOTE: Drilling spool to accommodate choke and kill lines								

5. MUD PROGRAM

- A) Mud test will be performed at least every 24 hours and after mudding up to determine density, viscosity, gel strength, filtration, and pH.
- B) Gas-detecting equipment will be installed and operated in the mud-return system from top of Green River Formation to TD.
 - a) Flare line discharge will be located no less than 100 feet from the wellhead using straight or targeted 'T's and anchors.

INTERVAL	MUD WGHT	VISC	FLUID LOSS	COMMENTS	
SURF - 1000 ±	8.4 – 8.7 ppg	32	NC	Spud Mud	
$1000 \pm - TD$	8.6 – 9.2 ppg	40	NC	DAP/GeI	

NOTE: Mud weight increases will be directed by hole conditions.

6. ABNORMAL CONDITIONS

- A) No abnormal pressures or temperatures are anticipated.
 - a) Estimated bottom hole pressure at TD will be approximately 2,795 psi (normal pressure gradient: 0.433 psi/ft).
 - b) Estimated maximum surface pressure will be approximately 1,420 psi (estimated bottom hole minus pressure of partially evacuated hole (gradient: 0.220 psi/ft)).
- **B)** No hydrogen sulfide is anticipated.

INTERVAL	CONDITION					
SURF - 1000 ±	Lost Circulation Possible					
1000 ± - TD	Lost Circulation Possible					

7. **AUXILIARY EQUIPMENT**

A) Choke Manifold

- B) Upper and lower kelly cock with handle available
- c) Stabbing valve
- **D)** Safety valve and subs to fit all string connections in use

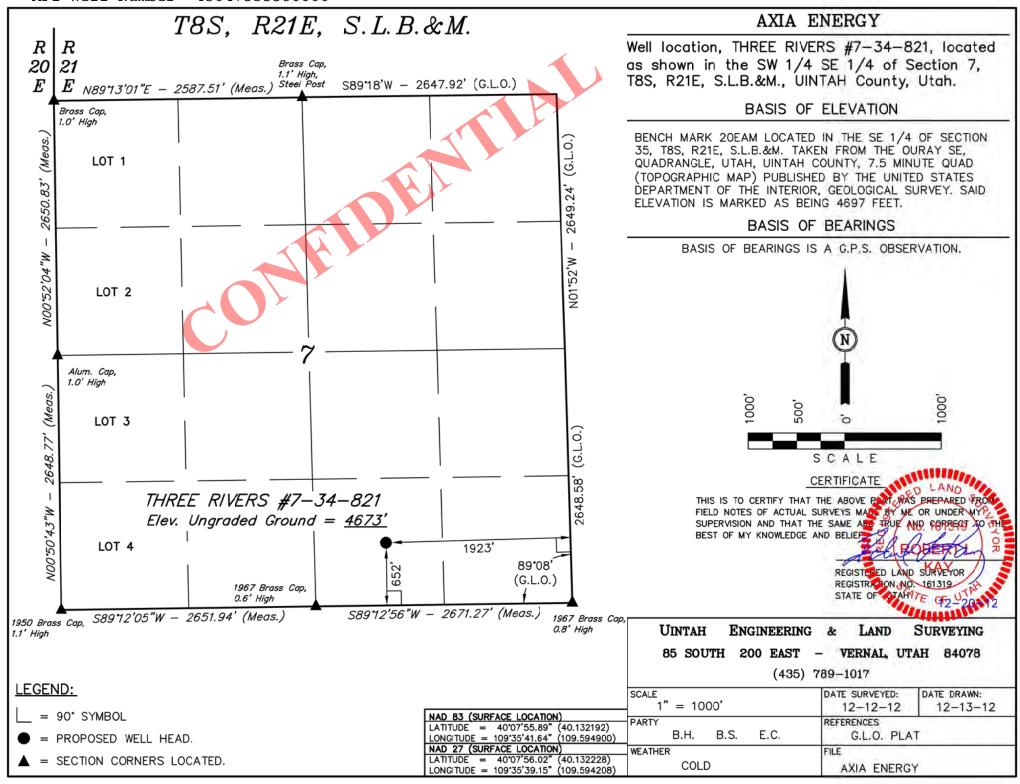
COME

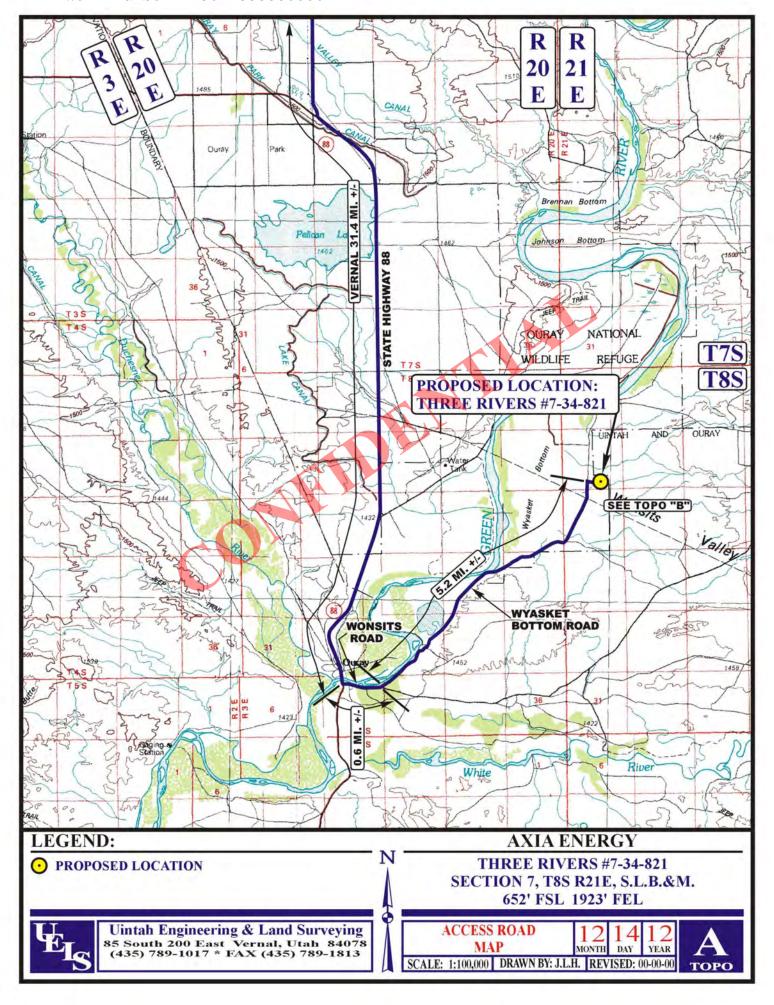
8. SURVEY & LOGGING PROGRAMS

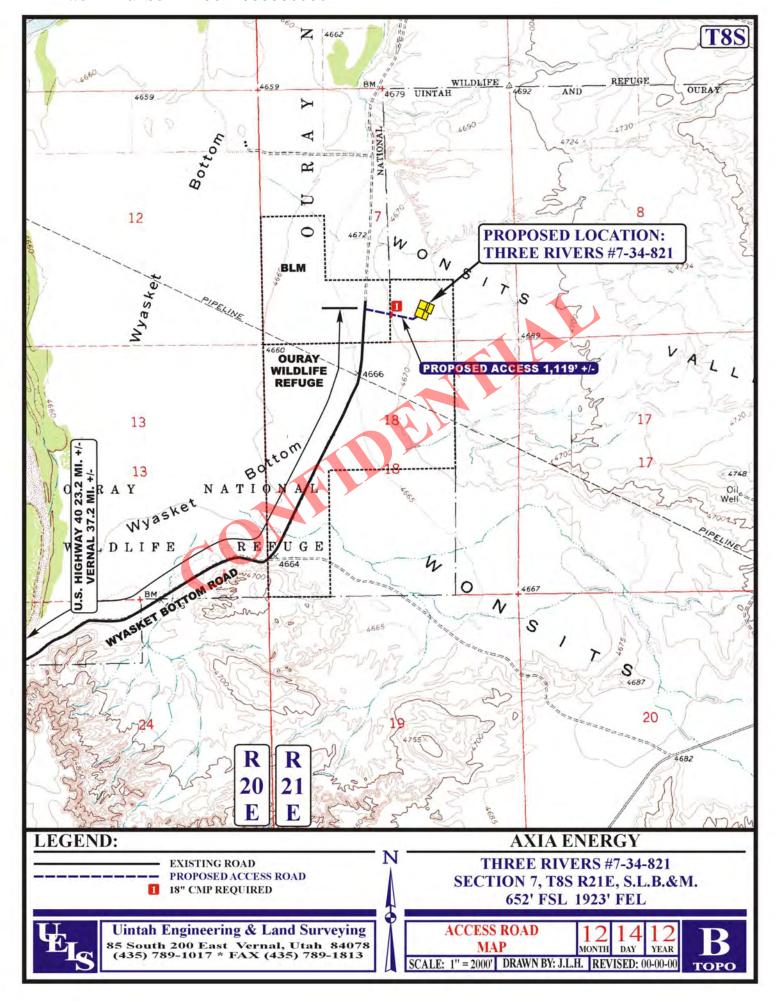
- A) Cores: None anticipated.
- **B)** Testing: None anticipated.
- c) Directional Drilling: Directional tools will be used to locate the bottom hole per the attached directional plan +/-.
- **D)** Open Hole Logs: TD to surface casing: resistivity, neutron density, gamma ray and caliper.
- E) Mud Logs: Computerized 2-person logging unit will catch and describe 10 foot samples from top of Green River Formation to TD; record and monitor gas shows and record drill times (normal mud logging duties).

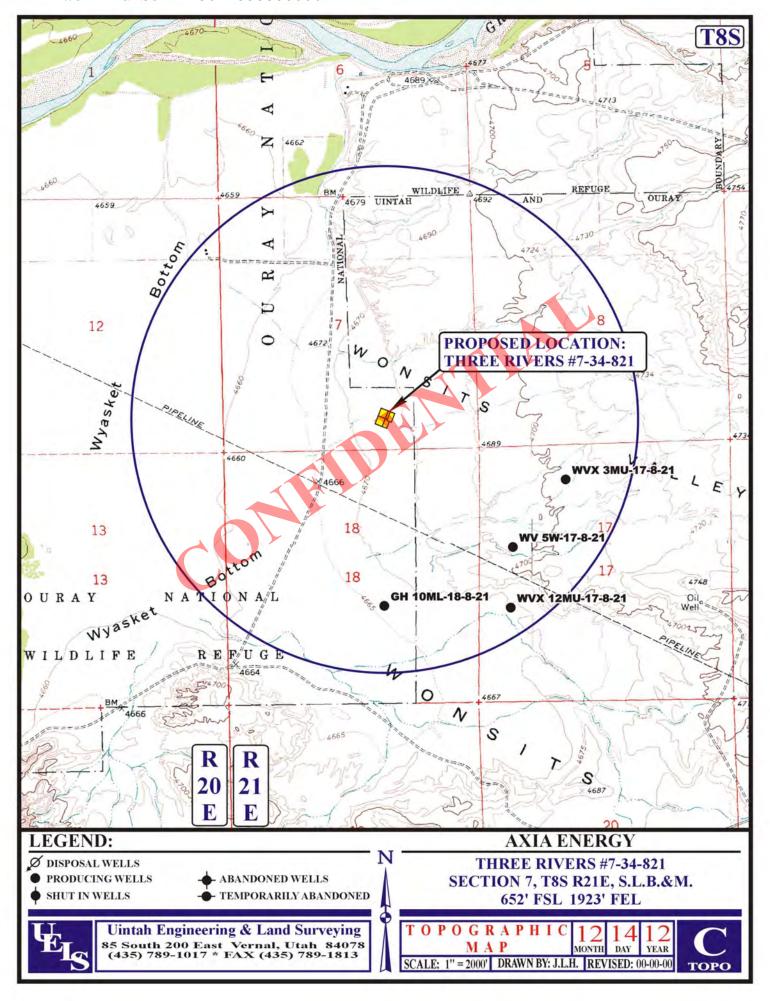
9. HAZARDOUS MATERIALS

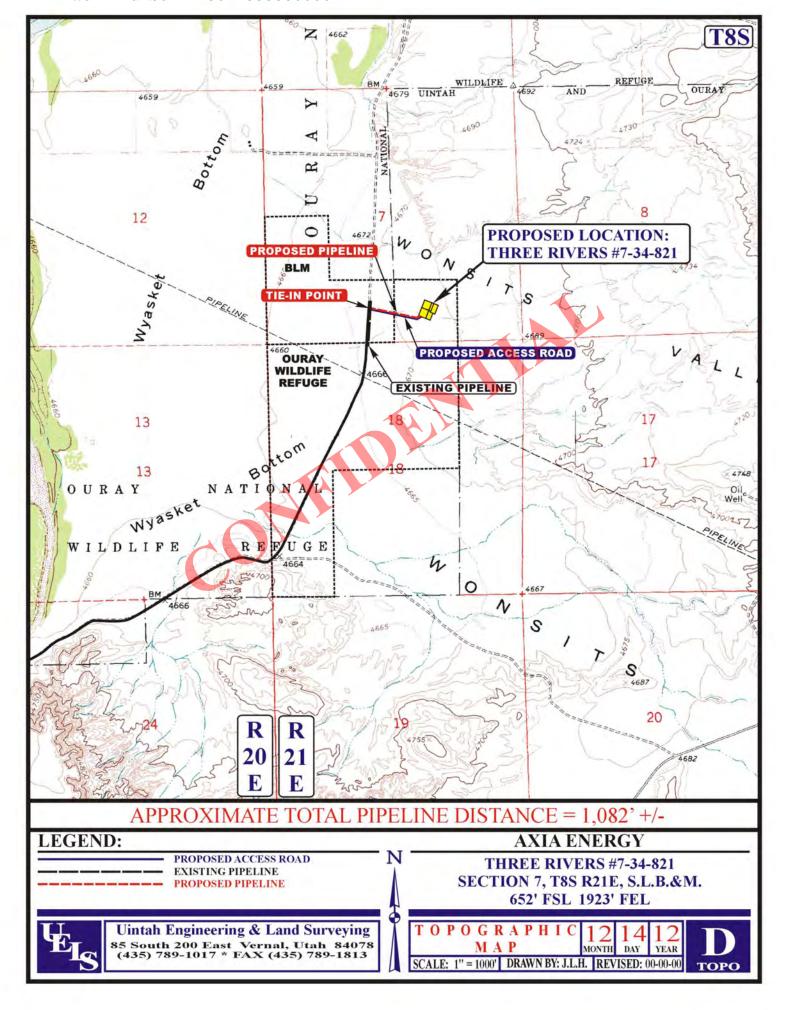
In accordance with Superfund Amendments and Reauthorization Act of 1986 (SARA) Title III, no chemicals subject to reporting in an amount equal to or greater than 10,000 pounds will be used, produced, stored, transported, or disposed of annually in association with the drilling of this well.

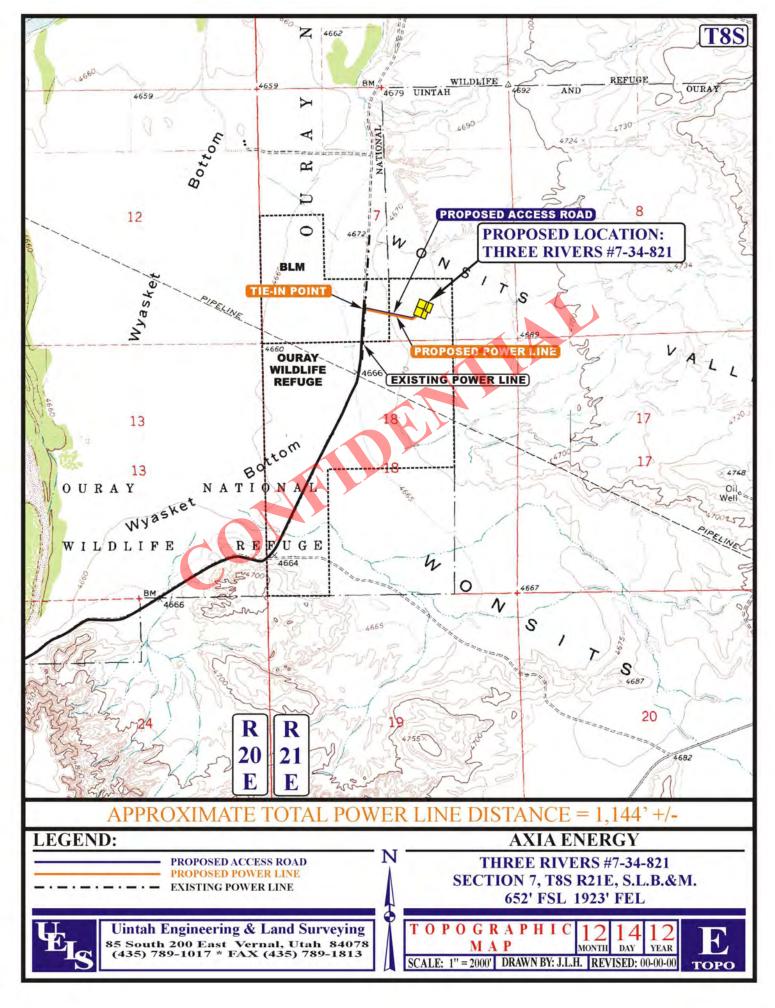












MEMORANDUM OF UNDERSTANDING

AMONG

STONEGATE RESOURCES, LLC

AND

THE U.S. DEPARTMENT OF INTERIOR, FISH AND WILDLIFE SERVICE

FOR

SURFACE USE AND ACCESS

REGARDING CERTAIN MINERALS OWNED IN FEE SIMPLE AND LOCATED WITHIN THE OURAY NATIONAL WILDLIFE REFUGE

I. <u>INTRODUCTION AND PURPOSE</u>

Pursuant to (i) that certain Assignment of Mineral, Royalty and Overriding Royalty Interests (Utah Properties), dated effective July 1, 2002 ("Assignment"), and recorded August 19, 2003, in Book 807, Page 68, Uintah County, Utah, Stonegate Resources, LLC ("Stonegate") acquired ownership of all or a portion of the minerals underlying Lots 10, 12 and 13 of Section 1 and the N½NW¼ of Section 12, Township 8 South, Range 20 East, SLM; and Lot 11 of Section 6, Lot 2, SE1/4NW1/4, NE1/4NW1/4, NE1/4SW1/4, SW1/4SE1/4 of Section 7, and E1/2NW1/4, W1/2NE1/4 of Section 18, Township 8 South, Range 21 East, SLM and (ii) those certain purchase and sale transactions set forth on Exhibit "A" hereto, said Exhibit "A" being incorporated herein by reference, Stonegate acquired ownership in additional portions of the minerals underlying those lands the subject of the Assignment and/or other lands (the latter mineral interests being collectively referred to hereinafter along with the mineral interests the subject of the Assignment as the "Assignment Lands"). Further, Stonegate is the lessee under those certain fee oil and gas leases identified on Exhibit "A" hereto, said lands and mineral interests identified thereon being referred to hereinafter as the "Leased Lands." The surface estate overlying the Assignment Lands and the Leased Lands (collectively referred to hereinafter as the "Subject Lands") is owned by the United States, with such surface estate being managed by the United States Fish and Wildlife Service ("FWS") as part of the Ouray National Wildlife Refuge ("Refuge"). The minerals of the Subject Lands were severed from the surface thereof prior to or upon acquisition of the Subject Lands by the United States and prior to or upon their dedication to the Refuge.

Stonegate, as the mineral owner and/or oil and gas lessee of the Subject Lands, possesses surface use rights thereto "to the extent reasonably necessary to extract the minerals therefrom." Flying Diamond Corporation v. Rust, 551 P.2d 509, 511 (Utah 1976). Stonegate may, if it so chooses, define it rights to surface access by contract. See Smith v. Linmar Energy Corp., 790 P.2d 1222, 1225 (Utah App. 1990).

Persons such as Stonegate "holding mineral rights in wildlife refuge lands by reservation in the conveyance to the United States and persons [such as Stonegate] holding mineral rights in such lands which rights vested prior to the acquisition of the lands by the United States . . . to the greatest extent practicable [are to] conduct all exploration, development, and production operations in such a manner as to prevent damage, erosion, pollution, or contamination of the lands, waters, facilities and vegetation of the area . . . [and] without interference with the operation of the refuge or disturbance of the wildlife thereon." 50 C.F.R. § 29.32. Nothing contained in such requirement is, however, "to contravene or nullify rights vested in holders of mineral interests in refuge lands." *Id.* Instead, the FWS is to provide for the "exercise of nonfederal oil and gas rights while protecting the [FWS] resources to the maximum extent

possible." 612 FWS Manual 2.4.B. It is under the provisions of applicable Utah law, 50 C.F.R. § 29.32, and 612 FWS Manual 2.4.B, that the FWS and Stonegate enter into this Memorandum of Understanding ("MOU") regarding surface use and access for the Subject Lands.

As is more fully explained below, this MOU: (i) sets forth recognition by the FWS of Stonegate's surface use rights for and access rights pertaining to the Subject Lands and applicable FWS regulations; (ii) commits Stonegate to comply with those surface use requirements and conditions described herein; (iii) identifies those parcels of the Subject Lands for which Stonegate must acquire a Special Use Permit from the FWS prior to commencing surface disturbing activities (the "SUP Lands"); and (iv) with the exception of the SUP Lands, permits Stonegate to explore, develop, and produce the Assignment Lands and to perform its oil and gas lease duties and obligations relating to the Leased Lands without the need to acquire rights-of-way or special use permits. This MOU is entered into in consideration of the mutual promises contained herein, and upon the terms and conditions described below.

II. <u>COMPATIBILITY DETERMINATION, SPECIAL USE PERMITS AND</u> HISTORIC AND CULTURAL SURVEYS

- A. <u>Compatibility Determination</u>. The FWS and Stonegate agree that the FWS <u>shall</u> <u>not</u> undertake a compatibility determination pursuant to 50 C.F.R. § 29.1 or 603 FWS Manual 2 for Stonegate's activities on the Subject Lands. Stonegate's surface use rights on the Subject Lands and access thereto are exempt from such a determination; the Subject Lands being "property rights that are not vested in the Federal Government, such as reserved rights to explore and develop minerals or oil and gas beneath [the Refuge]." 603 FWS Manual 2.10.B(1) ("Where reserved rights or legal mandates provide that [FWS] must allow certain activities, we should not prepare a compatibility determination. In the case of reserved rights, the refuge manager should work with the owner of the property interest to develop stipulations in a special use permit or other agreement to alleviate or minimize adverse impacts to the refuge.").
- B. <u>Special Use Permit</u>. Excepting the SUP Lands described in Article III.D of this MOU, the FWS and Stonegate agree that it is unnecessary for Stonegate to acquire a special use permit relative to the Subject Lands. Such a requirement is inapplicable to Stonegate's activities on the Subject Lands. See FWS Manual 2.9.B(1).
- C. <u>Historic and Cultural Surveys</u>. Stonegate agrees to undertake such studies and/or surveys and to implement such actions as may prove necessary to ensure full and complete compliance with the provisions of the National Historic Preservation Act, 16 U.S.C. §§ 470aa-470mm ("NHPRA"), and other applicable Acts prior to the initiation of surface disturbing activities on the Subject Lands.

III. SURFACE USE AND ACCESS RIGHTS OF STONEGATE

- A. <u>Surface Usage</u>. The FWS agrees that Stonegate shall exercise exclusive surface use rights in accordance with the provisions of this MOU on (i) the Assignment Lands indefinitely and (ii) the Leased Lands for so long as Stonegate or its subsequent assignees remain the lessee(s) of the Leased Lands. Stonegate agrees that it shall exercise such rights: (i) only to the extent reasonable; (ii) without damage to the improvements of the FWS located on the Subject Lands; and (iii) in accordance with those Standard Operating Procedures set forth in Exhibit "B" hereto, said Exhibit "B" being incorporated herein by reference.
- B. Egress and Ingress for Subject Lands. The FWS agrees that Stonegate shall be permitted non-exclusive egress and ingress along and within established routes, roadways, and roads relating to exploration, production, and development of (i) the Assignment Lands indefinitely and (ii) the Leased Lands for so long as Stonegate or its subsequent assignees remain the lessee(s) of the Leased Lands. Stonegate agrees not to construct facilities or make use of lands of the Refuge in connection with its exploration, development, and production of the Subject Lands other than on the surface of the Subject Lands and along or within such established routes, roadways, and roads of the Refuge without the prior written permission of the FWS.
- C. <u>Notification and Coordination of Activities</u>. Stonegate agrees to notify the FWS in writing not later than thirty (30) days prior to commencing any ground disturbing activities on the Subject Lands or along or within established routes, roadways, and/or roads of the Refuge. To the extent in conformance with and not in contravention of Stonegate's surface use on and/or ingress and egress rights relative to the Subject Lands, Stonegate further agrees to cooperate with the FWS in an effort "minimize disturbance and damage" to the Refuge and to coordinate oil and gas exploration, development, and/or production activities with stated plans of the FWS relating to wildlife management within the Refuge and protection of Refuge resources. 612 FWS Manual 2.6.D.
- D. <u>SUP Lands</u>. Prior to entry upon the lands particularly described below for the purpose of exploration for, or development and production of, oil and/or gas, Stonegate shall apply for and obtain a Special Use Permit ("Permit") from the FWS. The Permit will be for the purpose of providing for access and for protecting the natural resources of the Refuge; provided that the terms and conditions of the Permit shall not unreasonably restrain the activities of Stonegate relating to the exploration for, or development and production of, oil and/or gas. The SUP Lands comprise 95.62 acres consisting of:
 - i. Section 12, Township 8 South, Range 20 East, SLM: beginning 192 Rods West of Southeast Corner of Northeast Quarter, thence West 128 Rods; thence North 80 Rods; thence East 128 Rods; thence South 80 Rods to the point of beginning; and

ii. Section 18, Township 8 South, Range 20 East, SLM: beginning 16 Rods South of the Northwest Corner of Lot 4, thence South 64 Rods; thence East 80 Rods to East Line of Lot 4; thence North 64 Rods; thence West 80 Rods to the point of beginning.

The aforementioned conditions for the SUP Lands and legal descriptions thereof were agreed to and are as set forth in that certain Deed from William S. Keeler and David H. Jamieson to the United States of America dated May 18, 1990, recorded on May 29, 1990, in Book 486, Pages 652-656 of Uintah County, Utah (the "Deed").

- (1) Compliance with Environmental Requirements. In conjunction with issuance of a Permit for all or any portion of the SUP Lands, Stonegate agrees to and shall undertake such studies, surveys, and/or activities as may be required by the NHPA, the National Environmental Policy Act, 42 U.S.C. §§ 4321-4370f, and/or other applicable Acts.
- (2) Form of Permit. In the event Stonegate shall be issued a Permit for all or any portion of the SUP Lands, the Permit to be employed by Stonegate and the FWS shall be on that form attached hereto as Exhibit "C", said Exhibit "C" being incorporated herein by reference. In addition, the Permit shall contain the Standard Operating Procedures set forth on Exhibit "B" hereto and may contain such stipulations as are appropriate to ensure that "to the greatest extent practicable [Stonegate will] conduct all exploration, development, and production operations [on the SUP Lands] in such a manner as to prevent damage, erosion, pollution, or contamination of the lands, waters, facilities and vegetation of the [Refuge and] without interference with the operation of the [R]efuge or disturbance of the wildlife thereon." 50 C.F.R. § 29.32.

IV. SURFACE USE STANDARDS AND TERM

- A. <u>Applicable Regulations</u>. The FWS and Stonegate agree that with respect to Stonegate's use of the Subject Lands and its rights of egress and ingress relating thereto, Stonegate shall comply with all surface use restrictions, bonding requirements, and reclamation obligations imposed upon Stonegate by way of the regulations of the Utah Division of Oil, Gas and Mining, including any and all successor regulations, rules, and guidelines thereto.
- B. Term of MOU. This MOU shall be effective upon execution hereof by the last party to sign and shall remain effective and binding on the parties (i) excepting the SUP Lands, indefinitely as to the Assignment Lands; (ii) as to the SUP Lands, unless and until the minerals of such Lands shall vest in the United States of America in accordance with the terms and conditions of the Deed; and (iii) as to the Leased Lands for so long as Stonegate or its subsequent assignees remain the lessee(s) under the oil and gas leases applicable to the Leased Lands. In the event the oil and gas leases to all or any part of the

Leased Lands shall terminate or expire, Stonegate agrees to provide written notice to that effect to the FWS not later than thirty (30) days after such termination or expiration.

V. <u>MISCELLANEOUS</u>

- A. <u>Entire Agreement and Counterparts</u>. This MOU constitutes the entire agreement and understanding between the parties and supersedes any and all prior agreements, understandings, and negotiations, written or oral, relating to the subject matter hereof. This MOU may be executed in any number of counterparts, each of which shall be considered as an original for all purposes.
- B. <u>Inurement and Assignment</u>. This MOU shall inure to the benefit of and be binding on the parties hereto and their respective successors, lessees, and assigns. This MOU shall be freely and fully assignable by the parties; *provided that* any such assignment shall be strictly and solely limited to rights relating to the exploration, development, and/or production of the Subject Lands; and *provided further that* any assignee of this MOU shall in conjunction with assignment of the same agree to be fully and finally bound by the rights, duties, and obligations set forth and recognized herein.
- C. <u>Severability</u>. If any portion of this MOU is deemed unenforceable for any reason, the rest of the MOU shall remain in full force and effect, if practicable.
- D. <u>Headings</u>. All headings used in this MOU are inserted only for convenience and ease of reference, and are not to be considered in the construction or interpretation of any provisions of this MOU.
- E. <u>Amendment of MOU</u>. No provision of this MOU may be changed, modified, waived or discharged orally, unless approved by the parties in writing, and no change, modification, waiver or amendment of any provision of this MOU shall be effective except by written instrument executed by the parties.
- F. Events Requiring Modification or Interpretation of MOU. Stonegate and the FWS agree that if either party encounters or becomes aware of events, facts or situations that were unforeseen or unanticipated on the effective date of this MOU ("an "Unforeseen Event"), an Unforeseen Event to specifically include but not being limited to drilling activity within FWS inventoried floodplains and/or wetlands then under federal jurisdiction, the party with knowledge thereof shall promptly notify the other party in writing of the Unforeseen Event. Thereafter, the parties shall enter into discussions concerning the Unforeseen Event in an effort to, as appropriate: (i) address and resolve the Unforeseen Event within the terms and conditions of this MOU; or (ii) in the event an Unforeseen Event cannot be adequately resolved under this MOU, formulate amendments, modifications or other changes to this MOU and/or Exhibit "B" hereto to address and resolve such Unforeseen Event.

EXHIBIT "A"

Other Mineral Interests Owned by Stonegate:

McCamey:

Acq. 2/26/2004 Bk 873/Pg 96¹ Township 8 South - Range 21 East, SLM

Section 18: Beginning at the Northwest Corner of Lot (3); thence South 32 Rods; thence East 80 Rods to the East line of Lot 3; thence North 32 Rods; thence West 80 Rods

to point of beginning

Township 8 South - Range 20 East, SLM

Section 12:Beginning at the Southeast Corner of the Northeast Quarter (NE1/4); thence West 64 Rods, thence North 80 Rods; thence East 64 Rods;

thence South 80 Rods to point of beginning

Freed Ranch:

Acq, 5/3/2005

Bk 942/Pg 58

Township 8 South - Range 20 East, SLM

Section 1: Lots 7 and 8, SE/4NW/4

Stonegate Fee Leases:

G. Allred, C. Dean,

J. Morrow

Bk 877/Pg 458

Bk 877/Pg 460

Bk 877/Pg 462

Township 8 South - Range 20 East, SLM

Section 12: N/2NE

Township 8 South - Range 21 East, SLM

Section 7: Lot 1

G. Davis:

Bk 883/Pg 114

Township 8 South – Range 21 East, SLM

Section 18: Beginning at the Northwest Corner of Lot (3); thence South 32 Rods; thence East 80 Rods to the East line of Lot 3; thence North 32 Rods; thence West 80 Rods

to point of beginning

Township 8 South – Range 20 East, SLM

Beginning at the Southeast Corner of the Northeast Quarter (NE1/4); thence West 64 Rods, thence North 80 Rods; thence East 64 Rods;

thence South 80 Rods to point of beginning

¹ Book and page references of this Exhibit are to the records of Uintah County, Utah, and identify the location where a copy of the noted agreements and leases may be examined.

ATTACHMENT "B"

Standard Operating Procedures for Fee Lands Owned and/or Leased by Stonegate within the Ouray National Wildlife Refuge

A. Drilling Sites

- 1. Stonegate will abide by all applicable state and federal laws and regulations.
- 2. A Plan of Operation shall be prepared by Stonegate and provided to the Refuge Manager for comment prior to commencement of any surface disturbing activity.
- 3. A pre-work conference with Refuge staff will be held at least (5) days prior to any mobilization of equipment or construction.
- 4. Alternative access routes exist and/or can be developed through a Bureau of Land Management or other rights-of-way and Uintah County class B and D roads. Absent consent of the Refuge Manager, the Refuge entrance Road and tour route will not be utilized for accessing well sites.
- 5. The drilling pad will be less than 2.5 acres in size for single well pads and will be less than 4 acres in size for multiple well pads.
- 6. Topsoil (organic matter) will be stockpiled and made available for restoration work of drilling sites.
- 7. Completed drill pads may be inspected by FWS personnel prior to assembling the rig.
- 8. Reserve pits will be lined with a 9 mil or greater liner. No trash shall be disposed of in reserve pits.
- 9. Reserve pits will be netted in order to prevent access by migratory birds and other wildlife species.
- 10. Trash will be confined in a covered container and hauled to an approved landfill.
- 11. Human waste will be contained and disposed of at an approved sewage treatment facility.

Initials:

Fish & Wildlife DA

Stonegate Zu

12. No dumping or burning of refuse, sludge, waste oil, or brine will be permitted on drill sites.

- 13. If any spills of oil, gas, salt water, or other fluids occur, Stonegate will immediately contact the Refuge Manager and any other applicable regulatory agencies (including the contaminants branch of the Endangered Species office). Appropriate cleanup efforts will be initiated immediately; regardless of whether Stonegate is drilling, completing, operating, and/or abandoning a well.
- 14. If a spill is detected, Stonegate will implement a Spill Prevention Control and Countermeasure (SPCC) Plan, which specifies measures to control the spill, cleanup the spill, and reclaim the contaminated soil and vegetation. Stonegate's obligation to implement a SPCC plan shall apply to all stages of its operations, including but not limited to drilling, completing, operating and/or abandoning of wells.

B. Access Roads and Facilities Placed on Lands of the Refuge

- 1. For drilling purposes, Stonegate will not construct access roads in excess of an 18' wide running surface with a 30' right-of-way.
- 2. Topsoil from the access road will be stockpiled and used to restore the drill site if the well proves to be a non-producer.
- 3. All disturbed soil not graveled will be seeded with native plant species selected by the Refuge Manager.
- 4. All portable buildings located on drilling pads will be self contained units. No discharge of sewage effluent will be permitted on the site.
- 5. Vehicle traffic will be limited to roads and trails.
- 6. Vehicles will travel at speeds within set speed limits of main access roads and at slower speeds appropriate for conditions on more remote roads and trails.

C. Production Stipulations

1. If a well is a producer, the location and design of permanent roads, pipelines, and electrical lines shall be arrived at through consultation with the Refuge Manager prior to construction.

Initials: Fish & Wildlife DA Stonegate Police

- 2. Outdoor lighting will only be used when personnel are present.
- 3. Storage tanks will be surrounded by berms capable of holding at least 110% of the volume of the largest tank within the berm. The remaining drilling pad will be leveled; topsoil will be spread and seeded with native plant species acceptable to the Refuge Manager.
- 4. Stonegate will paint tanks and other facilities to blend with their surroundings.
- 5. Stonegate will avoid, where feasible, the placement of facilities on hill tops or along ridge lines in visually sensitive areas.
- 6. As far as practicable, utility and pipelines will be located within road corridors.
- 7. Stonegate will be responsible for the construction and maintenance of a locked gate where a road constructed by or for Stonegate enters lands of the Refuge.
- 8. No natural gas shall be vented or flared on site. Temporary flaring may occur for not more than 30 days following drilling completion or until the gas line installation is completed, whichever first occurs.

D. Reclamation and Monitoring

- 1. When a location is permanently abandoned, the entire area associated with such location will be restored as near as practical to its original contours and seeded with native grasses acceptable to the Refuge Manager.
- 2. Stonegate will conduct reclamation in accordance with any legally required approved plan of operations including as specified therein, any special rehabilitation program. Stonegate will work with the Refuge Manager to monitor the success of interim and final reclamation. Stonegate will perform annual inspections on selected sites starting two years after initial reclamation work. The two-year gap would allow seed to become established and will provide two full growing seasons prior to inspection, which will allow for a better measure of reclamation success. If the revegetation is not as prescribed by the Refuge Manager for any reclaimed location, Stonegate will reseed the location.
- 3. If a well is a dry hole or when production ceases from a multiple well pad, as appropriate, any hydrocarbon soaked soil will be removed from the drilling site.

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4. The drill pad will be leveled and the stockpiled topsoil spread and seeded with native grass seed selected by the Refuge Manager.

5. Abandoned well pads, roads, and other disturbed areas will be reclaimed as near as practicable to their original condition. This includes reestablishing soil conditions and revegatating the disturbed areas to the specifications of the Refuge Manager at the time of abandonment. All disturbed surfaces will be re-contoured to the approximate natural contours, with reclamation of the well pad and access road performed as soon as practicable after final abandonment of the well pad.

E. Fire Management

- 1. All brush build-up around mufflers and other engine parts will be avoided; periodic checks will be conducted to prevent this build-up.
- 2. All personnel will be advised that campfires or uncontained fires of any kind are prohibited.

F. Public Health and Safety

- 1. To minimize the possibility of fires during construction and operation, all equipment, including welding trucks, would be equipped with fire extinguishers and spark arresters.
- 2. No chemicals subject to reporting under SARA Title III in an amount equal to or greater than 10,000 pounds would be used, produced, stored, transported, or disposed of annually, nor would extremely hazardous substances, as defined in 40 CFR 355, in threshold planning quantities, be used, produced, stored, transported, or disposed in association with the drilling, testing or completing of the proposed wells.

G. Air Quality

1. As needed or determined necessary by the Refuge Manager, Stonegate will apply water to project-related roads within the Refuge to reduce fugitive dust from vehicle traffic.

H. Vegetation

1. To reduce the spread/introduction of noxious and invasive weed species into the Refuge via construction-related vehicles and equipment, Stonegate's construction contractors entering the Refuge from other areas located at a distance of greater than four

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- (4) miles from the Refuge shall power-wash all construction equipment and vehicles prior to entering the Refuge.
- 2. Weed control will be conducted through an approved Pesticide Use Proposal (PUP).
- 3. Weed monitoring and reclamation measures will be conducted along access roads, pipeline routes, well sites, and other applicable facilities within the Refuge and on an annual basis throughout the life of Stonegate's production activities, and will specifically include the following:
 - Completion of site-specific, pre-construction field surveys each spring during development of the Subject Lands to identify existing noxious weed infestations within the Leased Lands.
 - Use of certified weed-free erosion control and reclamation materials (i.e., straw bales and seed mixes).

I. Bald eagle:

Oil and gas development activities which may effect bald eagle roosting season within the Refuge will be conducted according to appropriate measures to avoid and/or minimize potential impacts to bald eagles. Selection of appropriate measures will depend whether the activity is temporary or permanent, and whether it occurs within or outside the bald eagle breeding or roosting season and the activity's proximity to known bald eagle breeding or roosting areas. A temporary action is completed prior to the breeding or roosting season leaving no permanent structures and resulting in no permanent habitat loss. A permanent action continues for more than one breeding or roosting season and/or causes a loss of eagle habitat or displaces eagles through disturbances, i.e., creation of a permanent structure including but not limited to well pads, roads, pipelines, tank batteries, dehydration units, electrical power lines, and compressor stations. Appropriate bald eagle avoidance and minimization measures include the following:

- 1. Temporary activities within 0.50 miles of known winter roost areas, e.g., cottonwood galleries, will not occur during the winter roost season of November 1 to March 31, unless the area has been surveyed according to protocol and determined to be unoccupied.
- 2. No permanent infrastructure will be placed within 0.50 miles of known winter roost areas, e.g., cottonwood galleries.
- 3. Removal of carrion to 100 feet from roadways used by Stonegate occurring within bald eagle foraging range.

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The FWS will provide Stonegate with maps and data regarding known bald eagle breeding and/or roosting areas so that impacts can be avoided to ensure continued compliance with the Endangered Species Act (ESA).

J. Uinta Basin hookless cactus (Sclerocactus glaucus wetlandicus) notifications:

Certain areas within the Refuge contain habitat which is suitable to the federally threatened Uinta Basin hookless cactus. In order to minimize effects to this federally threatened species, the FWS developed the following avoidance and minimization measures. Integration of and adherence to these measures will help ensure the activities carried out during oil and gas development (including but not limited to drilling, production, and maintenance) are in compliance with the ESA. The following avoidance and minimization measures will be included in Stonegate's plans of development:

- 1. Pre-project habitat assessments will be completed across 100% of the Subject Lands within potential habitat as determined by the FWS¹ prior to any ground disturbing activities to determine if suitable Uinta Basin hookless cactus habitat is present.
- 2. Within suitable habitat, 2 site inventories will be conducted to determine occupancy. Inventories:
 - a. Must be conducted by qualified individual(s) and according to FWS accepted survey protocols.
 - b. Will be conducted in suitable and occupied habitat for all areas proposed for surface disturbance prior to initiation of activities and within the same growing season, at a time when the plant can be detected, provided there is no snow cover.
 - c. Will occur within 115' from the centerline of any proposed right-of-way for surface pipelines or roads; and within 100' from the perimeter of disturbance for any proposed well pad including well pads.
 - d. Will include, but not be limited to, plant species lists and habitat characteristics, and
 - e. Will be valid for one year from the survey date for Sclerocactus wetlandicus.

Initials:

Fish & Wildlife DB Stonegate Stone

Potential habitat is defined as areas which satisfy the broad criteria of the species habitat description; usually determined by preliminary, in-house assessment.

Suitable habitat is defined as areas which contain or exhibit the specific components or constituents necessary for plant persistence; determined by field inspection and/or surveys; may or may not contain Uinta Basin hookless cactus. Habitat descriptions can be found in the U.S. Fish and Wildlife Service's 1990 Recovery Plan and Federal Register Notices for the Uinta Basin hookless cactus (http://www.fws.gov/endangered/wildlife.html),

- 3. Stonegate will design infrastructure to minimize impacts within suitable habitat.² If necessary, Stonegate will:
 - a. Reduce well pad size to the minimum needed, without compromising
 - b. Limit new access routes within the Refuge,
 - c. Ensure that roads and utilities share common right-of-ways where possible,
 - d. Reduce width of right-of-ways and minimize the depth of excavation needed for road beds within the Refuge and where feasible, use the natural ground surface for the road within habitat,
 - e. Place signing to limit off-road travel in sensitive areas,
 - f. Stay on designated routes and other cleared/approved areas, and
 - g. Re-vegetate all disturbed areas with native species comprised of species indigenous to the area and non-native species that are not likely to invade other areas.
- 4. Within occupied habitat,³ infrastructure will be designed to avoid direct disturbance and minimize indirect impacts to populations and to individual plants. Stonegate will:
 - a. Follow the above (#3) recommendations for infrastructure design within suitable habitats,
 - b. Incorporate buffers of 100 feet minimum between the edge of the right of way (roads and surface pipelines) or surface disturbance (well pads) and plants and populations,
 - c. Lay surface pipelines such that a 100 foot buffer exists between the edge of the right of way and the plants, use stabilizing and anchoring techniques when the pipelines cross the habitat to ensure the pipelines don't move towards the population,
 - d. Before and during construction, identify areas for avoidance visually in the field, e.g., by flagging, temporary fencing, rebar, etc.,
 - e. Where technically and economically feasible, use directional drilling or multiple wells from the same pad,
 - f. Design construction to avoid concentrating water flows or sediments into occupied habitat,
 - g. Place produced oil, water, or condensate tanks in centralized locations and away from occupied habitat, and
 - h. Minimize the disturbed area of producing well locations through interim and final reclamation.

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³ Occupied habitat is defined as areas currently or historically known to support Uinta Basin Hookless cactus; synonymous with "known habitat."

- 5. Occupied Uinta Basin hookless cactus habitats within 100' of the edge of any surface pipeline's right-of-ways, 100' of the edge of the roads' right-of-ways, and 100' from the edge of the well pad shall be monitored for a period of three years after ground disturbing activities. Monitoring will include annual plant surveys to determine plant and habitat impacts relative to project facilities. Annual reports shall be provided to the FWS. To ensure desired results are being achieved, minimization measures will be evaluated and may be changed after a thorough review of the monitoring results and annual reports during annual meetings between Stonegate and the FWS.
- 6. Reinitiation of section 7 consultation with the FWS will be sought immediately if any loss of plants or occupied habitat for the Uinta Basin hookless cactus is anticipated as a result of Stonegate's activities.

Additional site-specific measures may also be employed as appropriate, to avoid or minimize effects to the species to ensure continued compliance with the ESA.

K. Power Lines

1. Unless otherwise agreed to by the Refuge Manager in writing, power lines shall be constructed in accordance with the standards outlined in Suggested Practices for Raptor Protection on Power Lines, (Edison Electrical Institute 1996). Stonegate will construct power lines in accordance with these standards or would assume the burden and expense of proving pole designs not shown in the referenced publication are "raptor safe." In which case, a raptor expert acceptable to the Refuge Manager shall provide such proof.

L. Existing Facilities and Rights-of-Way

1. Cattle guards will be used for fence crossings whenever practicable. If a fence must be cut, h-braces will be installed to support the existing fence and a gate and/or cattle guard installed to prevent livestock movement.

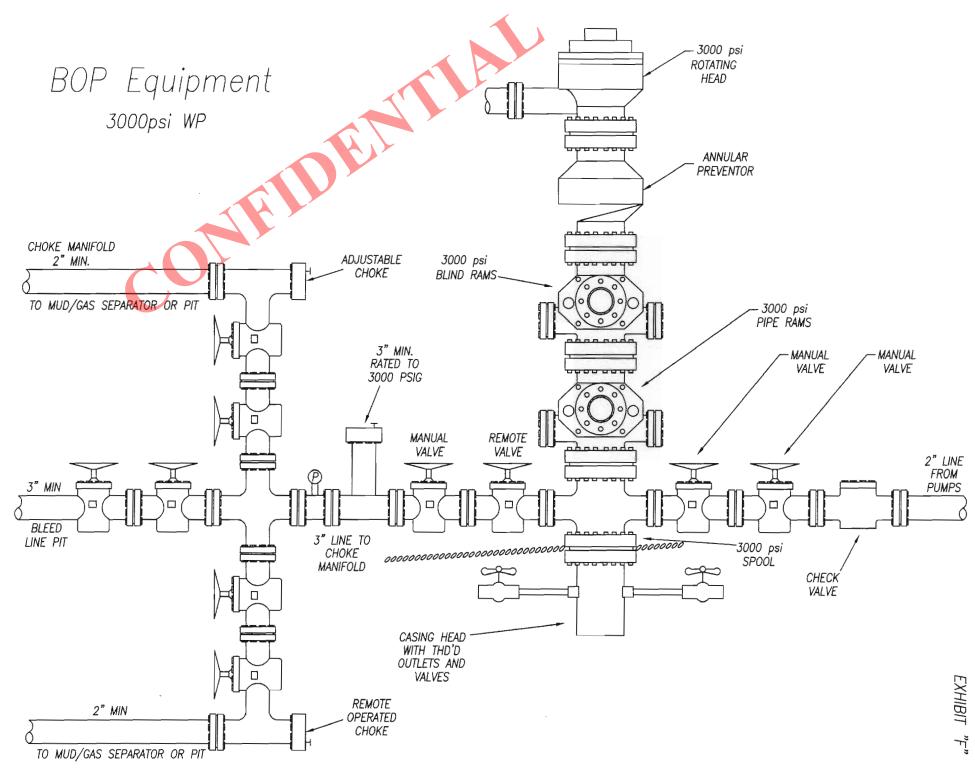
M. Construction and Operations

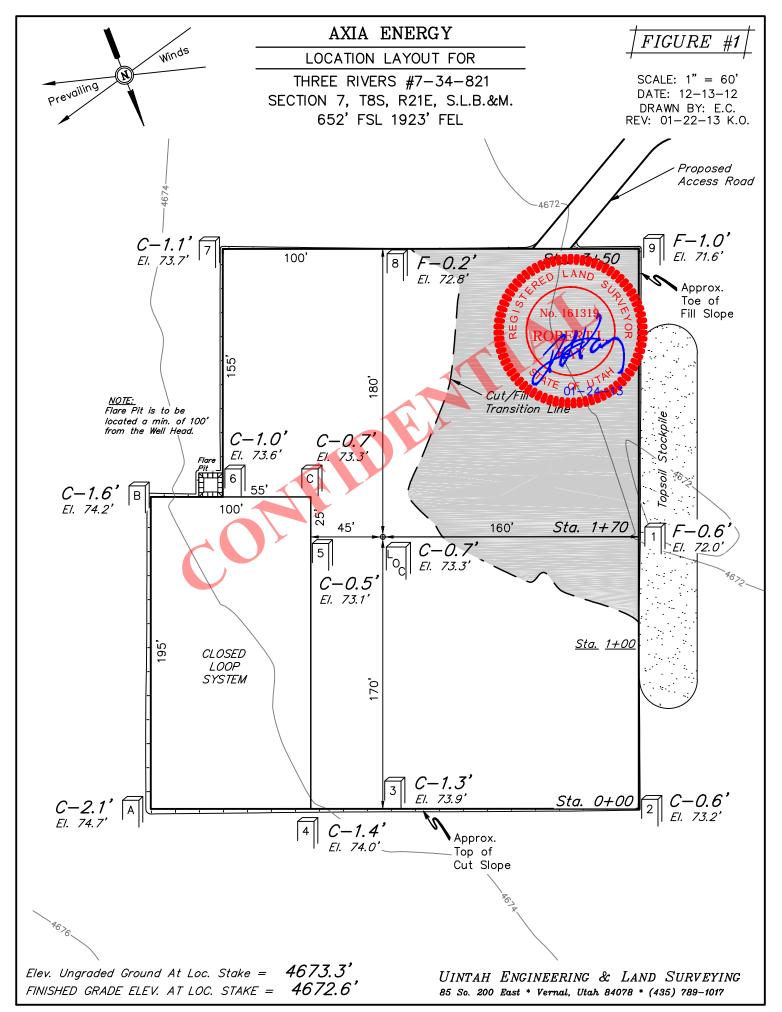
- 1. Stonegate will install remote monitoring to measure production on gas and oil wells where practicable to reduce trips to individual well sites.
- 2. Where directed by the Refuge Manager, Stonegate will construct appropriate erosion control devises (riprap, bales, heavy vegetation) at culvert outlets.

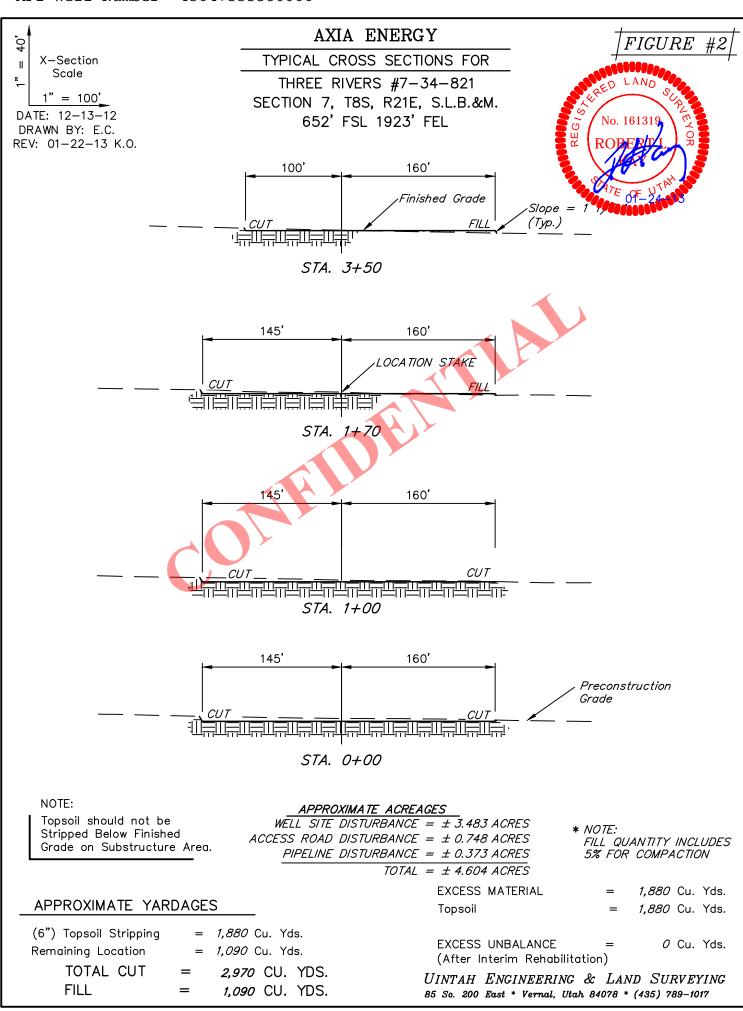
Initials: Fish & Wildlife DA Stonegate RAC

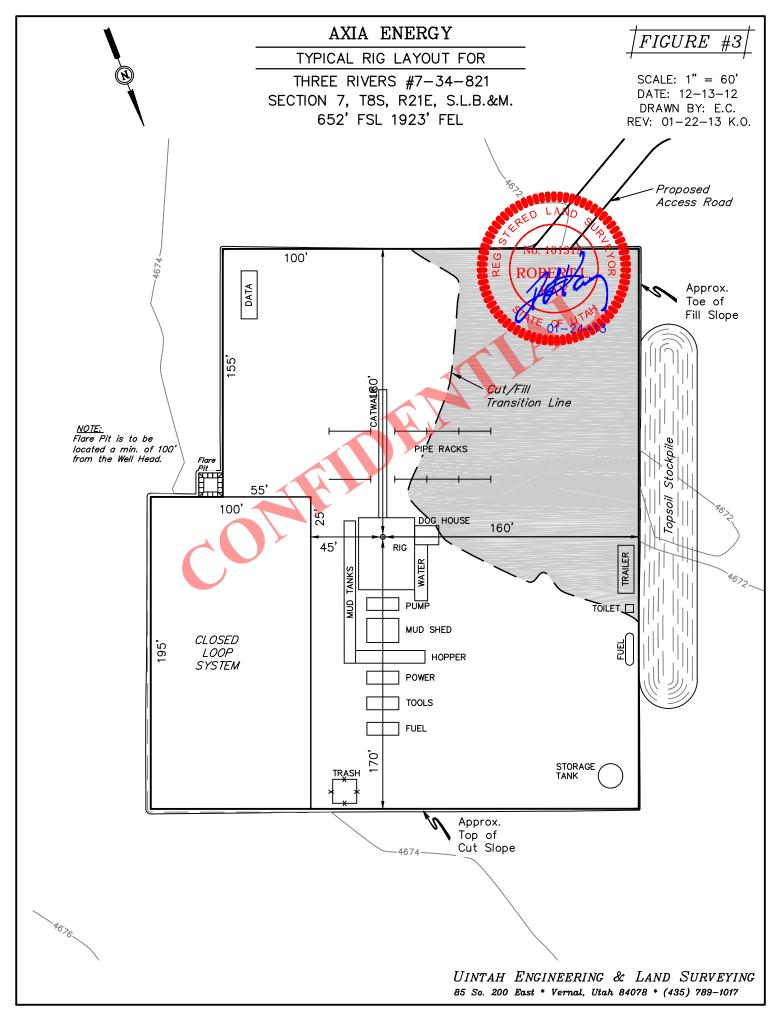
EXHIBIT "C"

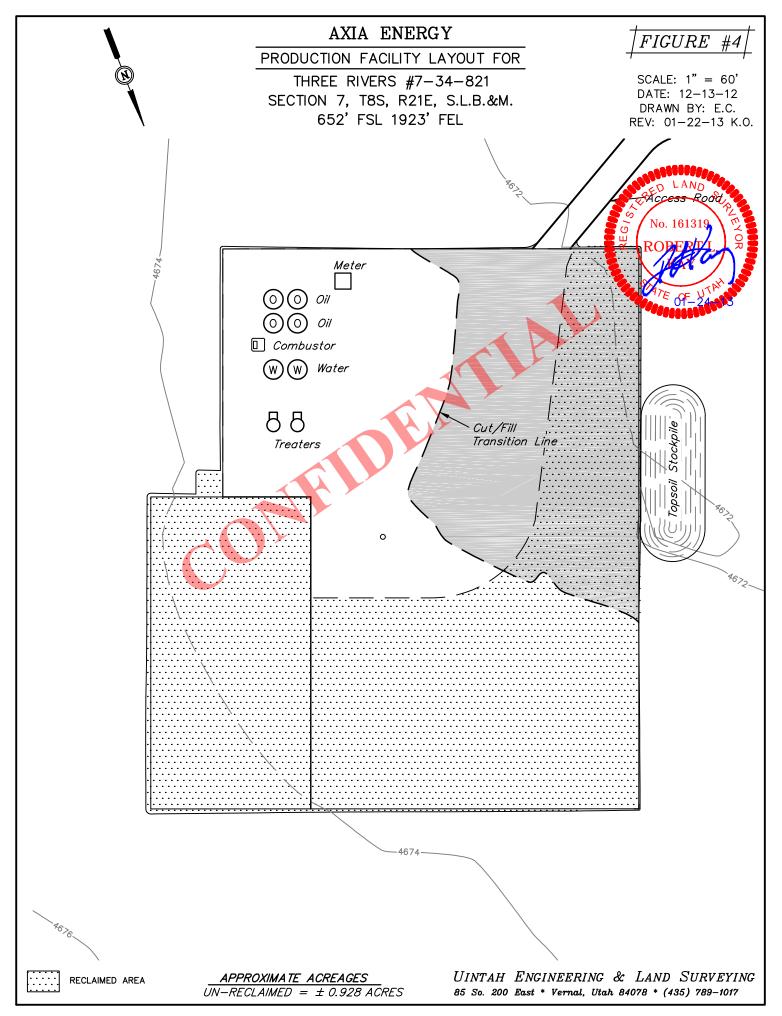
		Station No. to be Cr	edited Permit Number
rtsy.	UNITED STATES DEPARTMENT OF THE INTERI	or	69554
FIRST WILLIAMS	FISH AND WILDLIFE SERVICE	Date	
	National Wildlife		
		Period of Use (inclu	slve)
The state of the s	SPECIAL USE PERMIT	From	19
		То	19 -
Permittee Name	Pe	rmittee Address	
Purpose (specify in d	etall privilege requested, or units of products involve	ed)	
	,		
	. <u>3</u> e		
			•
Description (specify)	unit numbers; metes and bounds, or other recogniza	ble designations)	
			,
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A			
Amount of fee \$	If not a fixed payment, specify rate a	nd unit of charge:	
Payment Exempt	- Justification:		
D. Full Payment	- Balance of payments to be made as follows:		•
Record of Payments	parameter or payments to be made as lollows:		
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Special Conditions			ARMINON A
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This pe	ermil is issued by the U.S. Fish and Wildlife Service and acce	olod by the undersigned, subjecte	d to the terms, covenants.
obligat Permittee Signature	ions, and lesarvations, expressed or implied herein, and le the	s conditions and requirements app	earing on the reverse side.
i dirintee olfiustite	las	suing Officer Signature and Ti	tle
Form 3:1383 (Rev. 8/85)		(/	

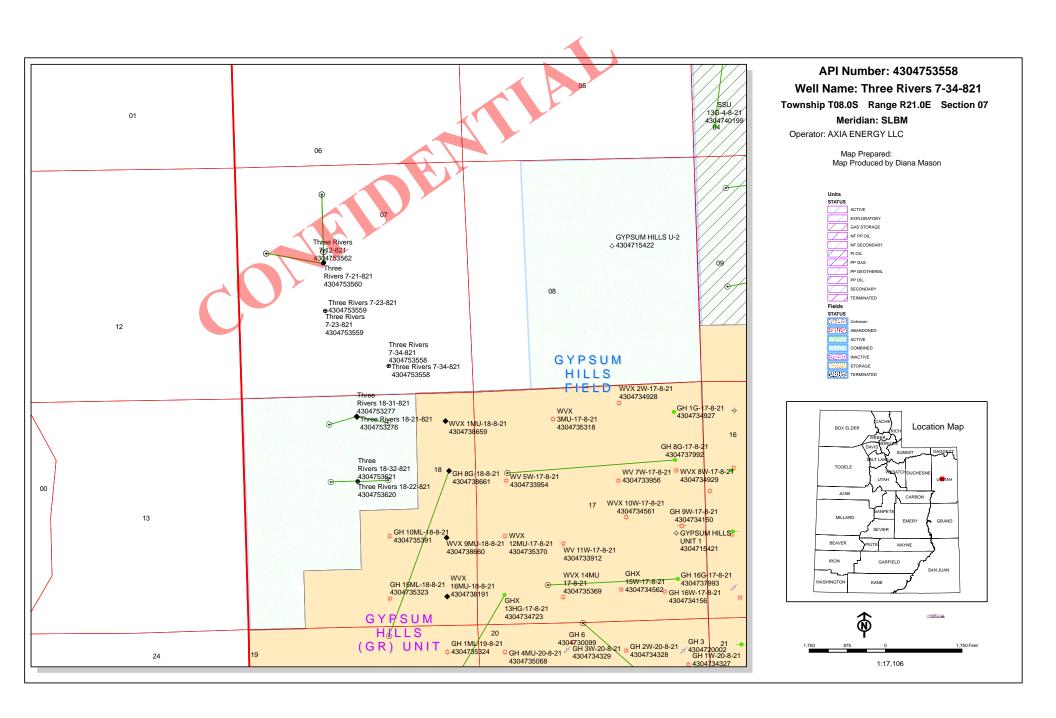








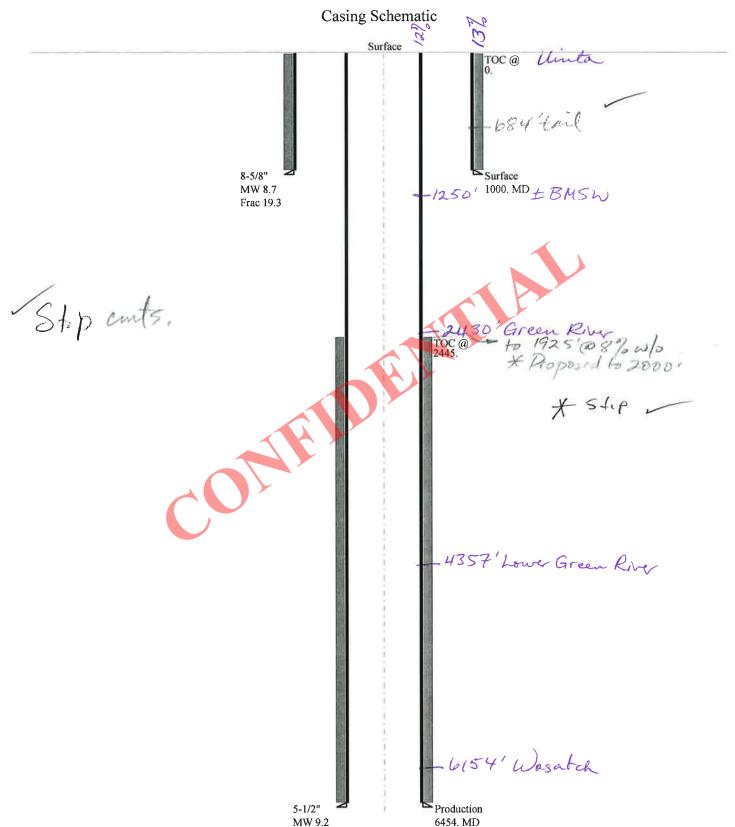




BOPE REVIEW AXIA ENERGY LLC Three Rivers 7-34-821 43047535580000

Well Name		AXIA ENERGY LLC Three Rivers 7-34-821 430475				3558	30000	
String		Surf	Prod	П		T		<u> </u>
Casing Size(")		8.625	5.500	T		Ť		1
Setting Depth (TVD)		1000	6454	ı		Ť		-
Previous Shoe Setting Dept	h (TVD)	0	1000	t		Ī		- -
Max Mud Weight (ppg)		8.7	9.2	1		Ī		<u>-</u>
BOPE Proposed (psi)		500	3000	1		Ė		-
Casing Internal Yield (psi)		3930	5320	+		H		
Operators Max Anticipated	Pressure (psi)	2795	8.3	+		<u> </u> -		<u>-</u>
		2193	0.3	_		Į.		
Calculations		Surf Stri	ing				8.625	"
Max BHP (psi)		.0	052*Setting	De	epth*MW=	45	2	
								BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)		Max BH	P-(0.12*Set	tir	ng Depth)=	33	2	YES diverter with rotating head
MASP (Gas/Mud) (psi)		Max BH	P-(0.22*Set	tir	ng Depth)=	23	2	YES OK
								*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	<u> </u>	Setting Depth	- Previous S	sho	oe Depth)=	23	2	NO OK
Required Casing/BOPE Tes	st Pressure=					10	00	psi
*Max Pressure Allowed @ 1	Previous Casing	Shoe=				0		psi *Assumes 1psi/ft frac gradient
Calculations		Prod Str	ing	_			5,500	11
Max BHP (psi))52*Setting	De	epth*MW=	30		
				7		100		BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)		Max BH	P-(0.12*Set	tir	ng Depth)=	23	14	YES 3M Ram Double BOP & Annular with
MASP (Gas/Mud) (psi)		Max BH	P-(0.22*Set	tír	ng Depth)=	16	68	YES Diverter & Rotating Head
					1		*Can Full Expected Pressure Be Held At Previous Shoe?	
Pressure At Previous Shoe	Max BHP22*(S	Setting Depth	- Previous S	Sho	oe Depth)=	18	88	NO OK
Required Casing/BOPE Tes	st Pressure=					30	00	psi
*Max Pressure Allowed @ 1	Previ <mark>ou</mark> s Casing	Shoe=				10	00	psi *Assumes 1psi/ft frac gradient
						_		
Calculations		String		_	4 13 222			"
Max BHP (psi)		.(052*Setting	De	epth*MW=	_		POPE ALL AND
MASD (Cos) (psi)		May DU	D (0.12*Sat		ng Donth)=	_		BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)			P-(0.12*Set	_		<u> </u>		NO
MASP (Gas/Mud) (psi)		мах вн	P-(0.22*Set	tır	ng Deptn)=	_		NO Provided
Pressure At Previous Shoe	Max RHP- 22*/\$	Setting Denth	- Previous S	h	ne Denth)-	_		*Can Full Expected Pressure Be Held At Previous Shoe?
Required Casing/BOPE Tes		Jenne Depui	110vious S	. 11(JUDOPHI)-	<u> _</u>	_	psi
		Shoe-		_		<u></u>		
*Max Pressure Allowed @	Tevious Casing	SHUE-		_		<u> </u> _		psi *Assumes 1psi/ft frac gradient
Calculations		String						0
Max BHP (psi)		.0	52*Setting	De	epth*MW=			
								BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)		Max BH	P-(0.12*Set	tir	ng Depth)=			NO .
MASP (Gas/Mud) (psi)		Max BH	P-(0.22*Set	tir	ng Depth)=			NO .
								*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP22*(S	Setting Depth	- Previous S	sho	oe Depth)=			NO
Required Casing/BOPE Tes	st Pressure=							psi
*Max Pressure Allowed @	Previous Casing	Shoe=						psi *Assumes 1psi/ft frac gradient
				_				

43047535580000 Three Rivers 7-34-821



43047535580000 Three Rivers 7-34-821 Well name:

AXIA ENERGY LLC Operator:

Surface Project ID: String type: 43-047-53558

UINTAH COUNTY Location:

Design parameters: Minimum design factors: **Environment:** H2S considered?

Tension:

8 Round STC:

Collapse Collapse:

Mud weight: 8.700 ppg Design factor

88 °F Design is based on evacuated pipe. Bottom hole temperature: 1.40 °F/100ft Temperature gradient:

Minimum section length: 100 ft

Surface temperature:

Non-directional string.

1.125

1.80 (J)

No 74 °F

Burst:

1.00 Cement top: Surface Design factor

Burst

Run

Seq

Segment

Length

(ft)

Max anticipated surface

pressure: 880 psi Internal gradient: 0.120 psi/ft

Size

(in)

1,000 psi Calculated BHP

1.70 (J) 8 Round LTC: No backup mud specified. Buttress: 1.60 (J) Premium:

Nominal

Weight

(lbs/ft)

1.50 (J) 1.50 (B) Body yield:

Tension is based on buoyed weight.

Re subsequent strings: Next setting depth:

6,454 ft Next mud weight: 9.200 ppg Neutral point: 870 ft Next setting BHP: 3,085 psi Fracture mud wt: 19.250 ppg Fracture depth: 1,000 ft

(ft)

(in)

(\$)

Injection pressure: 1,000 psi **True Vert** Measured End Drift Est. **Finish** Depth Depth Diameter Cost Grade

(ft)

1	1000	8.625	32.00	J-55	LT&C	1000	1000	7.875	8055
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	452	2530	5.600	1000	3930	3.93	27.9	417	14.97 J

Helen Sadik-Macdonald Prepared

Phone: 801 538-5357 Div of Oil, Gas & Mining FAX: 801-359-3940

Date: April 2,2013 Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 1000 ft, a mud weight of 8.7 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

43047535580000 Three Rivers 7-34-821 Well name:

Operator: **AXIA ENERGY LLC**

Production String type:

Project ID: 43-047-53558

UINTAH COUNTY Location:

Minimum design factors: **Environment:** Design parameters: H2S considered?

Collapse Collapse:

9.200 ppg Design factor 1.125 Mud weight: Design is based on evacuated pipe.

Bottom hole temperature: 164 °F 1.40 °F/100ft Temperature gradient:

Surface temperature:

Cement top:

No 74 °F

2,445 ft

Minimum section length: 1,000 ft **Burst:**

1.00

1.80 (J)

Design factor

Burst

Max anticipated surface

pressure: 1,665 psi

Internal gradient: 0.220 psi/ft

Calculated BHP 3,085 psi

No backup mud specified.

Tension:

8 Round STC:

1.80 (J) 8 Round LTC: 1.60 (J) Buttress: Premium:

1.50 (J) Body yield: 1.60 (B)

Tension is based on air weight. Neutral point: 5,554 ft Non-directional string.

Run	Segment		Nominal		End	True Vert	Measured	Drift	Est.	
Seq	Length	Size 🖊	Weight	Grade	Finish	Depth	Depth	Diameter	Cost	
	(ft)	(in)	(lbs/ft)			(ft)	(ft)	(in)	(\$)	
1	6454	5.5	17.00	J-55	LT&C	6454	6454	4.767	25004	
Run	Collapse	Collapse	Collapse	Burst	Burst	Burst	Tension	Tension	Tension	
Sea	Load	Strength	Design	Load	Strength	Design	Load	Strength	Design	
•	(psi)	(psi)	Factor	(psi)	(psi)	Factor	(kips)	(kips)	Factor	
1	3085	4910	1.592	3085	5320	1.72	109.7	247	2.25 J	
1 Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Desig Facto	on jn or

Helen Sadik-Macdonald Prepared Div of Oil, Gas & Mining

Phone: 801 538-5357 FAX: 801-359-3940

Date: April 2,2013 Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 6454 ft, a mud weight of 9.2 ppg The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

ON-SITE PREDRILL EVALUATION

Utah Division of Oil, Gas and Mining

Operator AXIA ENERGY LLC
Well Name Three Rivers 7-34-821

API Number 43047535580000 APD No 7616 Field/Unit UNDESIGNATED

Location: 1/4,1/4 SWSE Sec 7 Tw 8.0S Rng 21.0E 652 FSL 1923 FEL

GPS Coord
619709 4443376
Surface Owner
Dan Schaad-Refuge Mgr, Ouray National

(UTM) Wildlife Refuge

Participants

Bart Hunting (surveyor), Jim Burns (permit contractor), John Busch (Axia), Dan Schaad (surface owner representative, Ouray Wildlife Refuge manager), John Urbanic (US Army Corps of Engineers)

Regional/Local Setting & Topography

This proposed well site lies approximately 1.5 mile west of the Green River and about 5 miles North West of Ouray, Utah in the Wyasket Bottom area of the Ouray National Wildlife Refuge. The Wyasket Bottom is a large flood plain along the west side of the Green River. This well seems to sit beyond the western edge of the flood plain. The Wonsit Valley lays to the west. The land slopes gently toward the river.

Surface Use Plan

Current Surface Use

Grazing

New Road
Miles

Src Const Material Surface Formation

0.2 Width 260 Length 350 Offsite ALLU

Ancillary Facilities N

Waste Management Plan Adequate? Y

Environmental Parameters

Affected Floodplains and/or Wetlands N

Flora / Fauna

Greasewood, prickly pear Very overgrazed from cattle and horses

Soil Type and Characteristics

Sandy clay loam

Erosion Issues N

Sedimentation Issues N

Site Stability Issues N

RECEIVED: April 09, 2013

Drainage Diverson Required? N

Berm Required? Y

Erosion Sedimentation Control Required? N

Reserve Pit

Site-Specific Factors	S	ite Ranking	
Distance to Groundwater (feet)	25 to 75	15	
Distance to Surface Water (feet)	> 1000	0	
Dist. Nearest Municipal Well (ft)	>5280	0	
Distance to Other Wells (feet)		20	
Native Soil Type	Mod perme	ability 10	
Fluid Type	Fresh Wate	r 5	
Drill Cuttings	Normal Ro	ck 0	
Annual Precipitation (inches)		0	
Affected Populations			
Presence Nearby Utility Conduits	Not Presen	t 0	
Fi	nal Score	5 0	1 Sensitivity Level

Characteristics / Requirements

Plans call for a closed loop mud system

Closed Loop Mud Required? Y Liner Required? Liner Thickness Pit Underlayment Required?

Other Observations / Comments

Richard Powell Evaluator	3/27/2013 Date / Time
Evaluator	Date / Time

RECEIVED: April 09, 2013

Application for Permit to Drill Statement of Basis

Utah Division of Oil, Gas and Mining

APD No	API WellNo	Status	Well Type	Surf Owner	CBM
7616	43047535580000	LOCKED	OW	P	No
Operator	AVIA ENEDCVIIC		Surface	Dan Schaad-Refu	ge Mgr, Ouray

Operator AXIA ENERGY LLC
Owner-APD National Wildlife Refuge

Well Name Three Rivers 7-34-821 Unit

Field UNDESIGNATED Type of Work DRILL

Location SWSE 7 8S 21E S 652 FSL 1923 FEL GPS Coord

(UTM) 619711E 4443379N

Geologic Statement of Basis

Axia proposes to set 1,000 feet of surface pipe, cemented to surface. The depth to the base of the moderately saline water at this location is estimated to be at approximately 1,250 feet. A search of Division of Water Rights records shows 6 water wells within a 10,000 foot radius of the center of Section 7. Well uses are listed for EOR make-up water, irrigation and stock watering. Depth is listed for only 2 wells at 40 and 50 feet. The surface formation at this site is the Uinta Formation and alluvium derived from the Uinta Formation. Listed wells probably produce from the Uinta Formation and associated alluvium. The Uinta Formation is made up of interbedded shales and sandstones. The sandstones are mostly lenticular and discontinuous and should not be a significant source of useable ground water. Surface casing should be extended to cover the estimated base of the moderately saline ground water.

Brad Hill 4/2/2013
APD Evaluator Date / Time

Surface Statement of Basis

This proposed well is on surface owned by the US Fish and Wildlife Service and is part of the Ouray National Wildlife Refuge. This proposed well site lays approximately 1.5 miles west of the Green River and about 5 miles northwest of Ouray, Utah in the Wyasket Bottom area of the refuge. Mineral ownership is fee. Ouray refuge manager Dan Schaad attended this onsite and stated no particular concern about drilling at this site.

At the request of Mr. Schaad, John Urbanic of the US Army Corps of Engineers was invited and did attend this onsite inspection. Upon observing the proposed well site, Mr. Urbanic stated that this site would not fall under Army Corps regulation and did not fall in his jurisdiction. Mr. Urbanic stated that he had no concerns with drilling at this site. A closed loop mud system is proposed for this well and Mr. John Busch of Axia Energy

agreed to berm this location to keep fluids from leaving the pad. This appears to be a good site for placement of this well.

Richard Powell 3/27/2013
Onsite Evaluator Date / Time

Conditions of Approval / Application for Permit to Drill

Category Condition

Pits A closed loop mud circulation system is required for this location.

Surface The well site shall be bermed to prevent fluids from leaving the pad.

Surface The reserve pit shall be fenced upon completion of drilling operations.

RECEIVED: April 09, 2013

WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 2/4/2013 API NO. ASSIGNED: 43047535580000

WELL NAME: Three Rivers 7-34-821 **OPERATOR:** AXIA ENERGY LLC (N3765)

CONTACT: Don Hamilton

PROPOSED LOCATION: SWSE 07 080S 210E Permit Tech Review:

> SURFACE: 0652 FSL 1923 FEL **Engineering Review:**

BOTTOM: 0652 FSL 1923 FEL Geology Review:

COUNTY: UINTAH LATITUDE: 40.13222

UTM SURF EASTINGS: 619711.00

LEASE TYPE: 4 - Fee

FIELD NAME: UNDESIGNATED

LEASE NUMBER: Patented

PROPOSED PRODUCING FORMATION(S): WASATCH

SURFACE OWNER: 4 - Fee **COALBED METHANE: NO**

RECEIVED AND/OR REVIEWED:

✓ PLAT

Bond: STATE/FEE - LPM9046682

Potash

Oil Shale 190-5

Oil Shale 190-3

Oil Shale 190-13

Water Permit: 49-2262 - RNI at Green River

RDCC Review:

Fee Surface Agreement

Commingling Approved

Intent to Commingle

Comments: Presite Completed

Stipulations: 5 - Statement of Basis - bhill

13 - Cement Volume Formation (3a) - hmacdonald 23 - Spacing - dmason 25 - Surface Casing - hmacdonald

LOCATION AND SITING:

R649-2-3.

Unit:

R649-3-2. General

R649-3-3. Exception

Drilling Unit

Board Cause No: R649-3-2

PHONE NUMBER: 435 719-2018

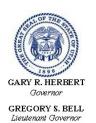
LONGITUDE: -109.59488

NORTHINGS: 4443379.00

Effective Date:

Siting:

R649-3-11. Directional Drill



State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

Permit To Drill

Well Name: Three Rivers 7-34-821

API Well Number: 43047535580000

Lease Number: Patented

Surface Owner: FEE (PRIVATE)
Approval Date: 4/9/2013

Issued to:

AXIA ENERGY LLC, 1430 Larimer Ste 400, Denver, CO 80202

Authority:

Pursuant to Utah Code Ann. 40-6-1 et seq., and Utah Administrative Code R649-3-1 et seq., the Utah Division of Oil, Gas and Mining issues conditions of approval, and permit to drill the listed well. This permit is issued in accordance with the requirements of R649-3-2. The expected producing formation or pool is the WASATCH Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

Duration:

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date

General:

Compliance with the requirements of Utah Admin. R. 649-1 et seq., the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

Conditions of Approval:

This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and Mining (the "Board"). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.

Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis (copy attached).

Cement volume for the 5 1/2" production string shall be determined from actual

hole diameter in order to place cement from the pipe setting depth back to 2000' MD in order to adequately isolate the Green River formation.

Surface casing shall be cemented to the surface.

Additional Approvals:

The operator is required to obtain approval from the Division of Oil, Gas and mining before performing any of the following actions during the drilling of this well:

- Any changes to the approved drilling plan contact Dustin Doucet
- Significant plug back of the well contact Dustin Doucet
- Plug and abandonment of the well contact Dustin Doucet

Notification Requirements:

The operator is required to notify the Division of Oil, Gas and Mining of the following actions during drilling of this well:

• Within 24 hours following the spudding of the well - contact Carol Daniels OR

submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas website

at http://oilgas.ogm.utah.gov

- 24 hours prior to testing blowout prevention equipment contact Dan Jarvis
- 24 hours prior to cementing or testing casing contact Dan Jarvis
- Within 24 hours of making any emergency changes to the approved drilling program
 - contact Dustin Doucet
- 24 hours prior to commencing operations to plug and abandon the well contact Dan Jarvis

Contact Information:

The following are Division of Oil, Gas and Mining contacts and their telephone numbers (please leave a voicemail message if the person is not available to take the call):

- Carol Daniels 801-538-5284 office
- Dustin Doucet 801-538-5281 office

801-733-0983 - after office hours

• Dan Jarvis 801-538-5338 - office

801-231-8956 - after office hours

Reporting Requirements:

All reports, forms and submittals as required by the Utah Oil and Gas Conservation General Rules will be promptly filed with the Division of Oil, Gas and Mining, including but not limited to:

- Entity Action Form (Form 6) due within 5 days of spudding the well
- Monthly Status Report (Form 9) due by 5th day of the following calendar month
 - Requests to Change Plans (Form 9) due prior to implementation
 - Written Notice of Emergency Changes (Form 9) due within 5 days
- Notice of Operations Suspension or Resumption (Form 9) due prior to implementation
 - Report of Water Encountered (Form 7) due within 30 days after completion
 - Well Completion Report (Form 8) due within 30 days after completion or

Approved By:

For John Rogers Associate Director, Oil & Gas

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS AND MINING

Request to Transfer Application or Permit to Drill

	(This form should a	ccompany a Sundr	y Notice, Form 9, requ	esting APD transfer)		
Well	name:	See Attached L	ist		<u></u>	*************************************
API	number:					
Loca	ation:	Qtr-Qtr:	Section:	Township: Range:		
Com	pany that filed original application:	Don Hamilton -	Star Point Enterprises	for Axia Energy, LLC		,,
Date	original permit was issued:					
Com	pany that permit was issued to:	Axia Energy				
Check		Nes	ired Action:			· · · · · · · · · · · · · · · · · · ·
one						175
1	Transfer pending (unapproved) App	lication for Pe	ermit to Drill to ne	ew operator		
	The undersigned as owner with legal r submitted in the pending Application for owner of the application accepts and a	or Permit to Dril	l, remains valid an	nd does not require revision. The	new	
	Transfer approved Application for P	ermit to Drill t	o new operator			
	The undersigned as owner with legal r information as submitted in the previous revision.				re	
Follo	owing is a checklist of some items rel	ated to the ap	olication, which s	should be verified.	Yes	No
	ated on private land, has the ownership				1	1
	If so, has the surface agreement been		The second secon			
	any wells been drilled in the vicinity of the many series of the control of the c	-	ell which would af	fect the spacing or siting		1
Have	e there been any unit or other agreement osed well?	ts put in place t	hat could affect th	e permitting or operation of this		1
	there been any changes to the access osed location?	route including	ownership or right	t-of-way, which could affect the		✓
Has t	the approved source of water for drilling	changed?				1
	there been any physical changes to the from what was discussed at the onsite		on or access route	which will require a change in		✓
ls bo	nding still in place, which covers this pro	posed well? B	ond No			
shou	desired or necessary changes to either a ld be filed on a Sundry Notice, Form 9, o ssary supporting information as required	or amended Ap				red,
Name	e (please print) Mary Sharon Balakas		Title Attorney in I	Fact		
		lho _	Date <u>/2///</u>	113		
Repr	esenting (company name) Ultra Resource	S			•	

The person signing this form must have legal authority to represent the company or individual(s) to be listed as the new operator on the Application for Permit to Drill.

Division of Oil, Gas and Mining

OPERATOR CHANGE WORKSHEET (for state use only)

ROUTING
CDW

X - Change of Operator (Well Sold)			Operator N	Name Char	nge/Merger						
The operator of the well(s) listed below has char	ged, effecti	ve:	10/1/2013								
FROM: (Old Operator):			TO: (New (Operator):			-				
N3765-Axia Energy, LLC			N4045-Ultra		nc.						
1430 Larimer Street, Suite 400			304 Inverness								
Denver, CO 80202			Englewood, (, Suite 273						
Phone: 1 (720) 746-5200			Phone: 1 (303	3) 645-9810							
CA No.			Unit:	N/A							
WELL NAME	SEC TWI	N RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS				
See Attached List				1,0	111111	1111	SIATUS				
 1. (R649-8-10) Sundry or legal documentation was 2. (R649-8-10) Sundry or legal documentation was 3. The new company was checked on the Departs 4a. Is the new operator registered in the State of Usa. (R649-9-2)Waste Management Plan has been respections of LA PA state/fee well sites compisc. Reports current for Production/Disposition & S 	nent of Con Itah: ceived on: lete on: undries on:	from the	e NEW operators, Division of Caracters Num N/A N/A 1/14/2014	or on: Corporations aber: —	8861713-01	_ n:	1/14/2014				
6. Federal and Indian Lease Wells: The BL	M and or th	e BIA ł	nas approved th	ne merger, na	me change,						
or operator change for all wells listed on Federa	al or Indian	leases o	on:	BLM	Not Yet	BIA					
7. Federal and Indian Units:											
The BLM or BIA has approved the successor				1:	N/A						
8. Federal and Indian Communization Ag						_					
The BLM or BIA has approved the operator f					N/A						
9. Underground Injection Control ("UIC") Division	has ap	proved UIC I	Form 5 Tran	sfer of Autl	hority to					
Inject, for the enhanced/secondary recovery un	it/project fo	r the wa	ter disposal we	ell(s) listed o	n:	N/A					
DATA ENTRY:			•	` ,			_				
 Changes entered in the Oil and Gas Database Changes have been entered on the Monthly Op Bond information entered in RBDMS on: Fee/State wells attached to bond in RBDMS on Injection Projects to new operator in RBDMS on 	erator Cha	inge Sp	1/14/2014 read Sheet on 1/14/2014 1/14/2014 N/A	- : -	1/14/2014	-					
6. Receipt of Acceptance of Drilling Procedures for		v on:		_	1/14/2014						
7. Surface Agreement Sundry from NEW operator	on Fee Surf	face wel	lls received on:	•	Yes	-					
BOND VERIFICATION:				•		-					
1. Federal well(s) covered by Bond Number:			22046400								
2. Indian well(s) covered by Bond Number:			22046400								
3a. (R649-3-1) The NEW operator of any state/fee	well(s) list	ed cove	red by Bond N	umber	22046398						
3b. The FORMER operator has requested a release	of liability	from th	eir bond on:	Not Yet							
LEASE INTEREST OWNER NOTIFIC	ATION:										
4. (R649-2-10) The NEW operator of the fee wells		ntacted	and informed b	ov a letter fro	m the Divisio	าท					
of their responsibility to notify all interest owner	s of this cha	nge on:	HIOIIIVU	1/14/2014	111 UIC DIVISIO	<i>7</i> 11					
COMMENTS:			-								

Well Name	Sec	TWN				Mineral Lease	Well Type	Well Status
THREE RIVERS 2-41-820	2	080S		4304752686		State	OW_	APD
THREE RIVERS 2-25-820	2	080S		4304752690		State	OW	APD
THREE RIVERS 36-21-720	36	070S	200E			State	OW	APD
THREE RIVERS 36-13-720	36	070S	200E			State	OW	APD
THREE RIVERS FEDERAL 3-54-82		080S	200E	4304752860		Federal	OW	APD
THREE RIVERS FEDERAL 3-33-82		080S	200E	4304752864		Federal	OW	APD
THREE RIVERS FED 35-34-720	35	070S	200E	4304753006		Federal	OW	APD
THREE RIVERS FED 35-42-720	35	070S	200E	4304753007		Federal	OW	APD
THREE RIVERS FED 35-44-720	35	070S	200E	4304753008		Federal	OW	APD
Three Rivers 2-32-820	2	080S	200E	4304753274		State	OW	APD
Three Rivers 18-21-821	18	080S	210E	4304753276		Fee	OW	APD
Three Rivers 18-31-821	18	080S	210E	4304753277		Fee	OW	APD
Three Rivers 27-34-720	34	070S	200E	4304753278		Fee	OW	APD
Three Rivers 34-31T-720	34	070S	200E	4304753281		Fee	OW	APD
Three Rivers Federal 35-14-720	35	070S	200E	4304753553		Federal	OW	APD
Three Rivers Federal 35-13-720	35	070S	200E	4304753554		Federal	OW	APD
Three Rivers 7-34-821	7	080S	210E	4304753558		Fee	OW	APD
Three Rivers 7-23-821	7	080S	210E	4304753559		Fee	OW	APD
Three Rivers 7-21-821	7	080S		4304753560		Fee	OW	APD
Three Rivers 7-22-821	7	080S		4304753561		Fee	ow	APD
Three Rivers 7-12-821	7	080S		4304753562		Fee	OW	APD
Three Rivers 18-22-821	18	080S	210E	4304753620		Fee	OW	APD
Three Rivers 18-32-821	18	080S		4304753621		Fee	OW	APD
Three Rivers D	16	080S		4304753702		State	WD	APD
Three Rivers Federal 4-41-820	4	080S		4304753911		Federal	OW	APD
Three Rivers Federal 4-42-820	4	080S	200E	4304753913		Federal	OW	APD
Three Rivers Federal 3-12-820	4	080S	200E	4304753914		Federal	OW	APD
Three Rivers Federal 34-42-720	35	070S		4304753915		Federal	OW	APD
Three Rivers Federal 34-43-720	35	070S		4304753916		Federal	OW	APD
Three Rivers Federal 35-12-720	35	070S		4304753917		Federal	OW	APD
Three Rivers Federal 35-43-720	35	070S		4304753918		Federal	OW	APD
Three Rivers Federal 35-442-720	35	070S		4304753919		Federal	OW	APD
Three Rivers Federal 35-21-720	35	070S		4304753943			OW	APD
Three Rivers Federal 35-11-720	35	070S		4304753944			OW OW	APD
Three Rivers 2-24-820	2	080S		4304753945			OW OW	APD
Three Rivers 2-223-820	2	080S		4304753946	-		ow ow	APD
Three Rivers 2-21-820	2	080S		4304753947			ow ow	APD
	2	080S		4304753948			ow ow	APD
Three Rivers 32-42-720	32	070S		4304753949			ow	APD
Three Rivers Federal 3-13-820	3	080S		4304753951			OW OW	APD
Three Rivers Federal 3-14-820	3	080S		4304753952			OW OW	APD
Three Rivers Federal 3-23-820	3	080S		4304753953	++		ow	APD
	3	080S		4304753954			OW	APD
	5	080S		4304753956			OW OW	APD
Three Rivers Federal 5-43-820	5	080S	1	4304753957	-		OW OW	APD
Three Rivers Federal 5-42-820	5	080S		4304753958			OW OW	APD
Three Rivers Federal 5-11-820	5	080S		4304754204	1		OW OW	APD
Three Rivers Federal 5-21-820	5	080S		4304754205			OW OW	APD
	8	080S		4304754211			OW	APD
	8	080S	-	4304754211	1		OW	APD
	3	080S		4304754212			OW OW	
	3	080S	- 	4304754214	 		OW	APD
	32	070S		4304752735				APD
THREE RIVERS FEDERAL 8-52-820		080S		·	,		OW	DRL
	5	080S	-	4304752770			OW	DRL
	10	080S		4304752863			OW	DRL
	34	080S 070S		4304752949			OW	DRL
	16	-		4304752950			WC	DRL
		080S		4304753229			OW	DRL
111100 1(17013 10-22-020	16	080S	200E	4304753230	19801	State	OW	DRL

1 1/14/2014

	1		1	1		T		
Three Rivers Federal 34-35-720	34	070S	200E		·	Federal	OW	DRL
Three Rivers Federal 34-25-720	34	070S	200E	 	+	Federal	OW	DRL_
Three Rivers Federal 10-32-820	10	080S		4304753415		Federal	OW	DRL
Three Rivers Federal 10-31-820	10	080S	200E	4304753437		Federal	OW	DRL
Three Rivers 16-34-820	16	080S	200E	4304753472	19278	State	OW	DRL
Three Rivers 16-44-820	16	080S	200E	4304753473	19268	State	OW	DRL
Three Rivers 16-11-820	16	080S	200E	4304753474	19262	State	OW	DRL
Three Rivers 16-12-820	16	080S	200E	4304753475	19263	State	OW	DRL
Three Rivers 16-32-820	16	080S	200E	4304753494	19185	State	OW	DRL
Three Rivers 16-31-820	16	080S	200E	4304753495	19269	State	OW	DRL
Three Rivers 16-33-820	16	080S			19161		OW	DRL
THREE RIVERS FED 10-30-820	10	080S		· [····	-	Federal	OW	DRL
Three Rivers Federal 9-41-820	10	080S	_	4304753556	-		OW	DRL
Three Rivers Federal 33-13-720	33	070S				Federal	OW	DRL
Three Rivers Federal 33-12-720	33	070S		4304753724		Federal	OW	DRL
Three Rivers 32-3333-720	32	070S		4304753950	19251		ow	DRL
THREE RIVERS 36-11-720	36	070S		4304751915	18355	+	ow	P
THREE RIVERS 2-11-820	2	080S	-:	4304751936	18354		OW	P
THREE RIVERS 34-31-720	34	070S		4304752012	18326		OW	P
THREE RIVERS 16-42-820	16	080S		4304752012	18682	· ···	OW	P
THREE RIVERS 16-43-820	16	080S		÷	18683		 	
THREE RIVERS 16-43-820	16			4304752057	 		OW	P
		080S		4304752110	18356		OW	P
THREE RIVERS 2-51-820	2	080S	200E		18941	1	OW	P
THREE RIVERS 2-13-820	2	080S	200E	4304752687	19014	 	OW	P
THREE RIVERS 2-23-820	2	080S	200E	4304752688	19015	†	OW	P
THREE RIVERS 2-15-820	2	080S		4304752689	18770		OW	P
THREE RIVERS 36-31-720	36	070S	200E	4304752697	19086		OW	P
THREE RIVERS 32-25-720	32	070S	200E	4304752718	19033	 	OW	P
THREE RIVERS 36-23-720	36	070S	1	4304752733	18769		OW	P
THREE RIVERS 32-33-720	32	070S	200E	4304752734	19016		OW	P
THREE RIVERS 32-15-720	32	070S	200E	4304752736	18767	Fee	OW	P
THREE RIVERS 32-35-720	32	070S	200E	4304752737	18766	`	OW	P
THREE RIVERS FEDERAL 8-53-82	(8	080S	200E	4304752771	18992	Federal	OW	P
THREE RIVERS FEDERAL 3-53-82	(3	080S	200E	4304752820	19104	Federal	OW	P
THREE RIVERS FEDERAL 3-32-82	(3	080S	200E	4304752861	18942	Federal	OW	P
THREE RIVERS FEDERAL 5-56-82	(5	080S	200E	4304752862	18993	Federal	OW	P
THREE RIVERS FED 4-31-820	4	080S	200E	4304752874	19023	Federal	OW	P
THREE RIVERS 4-21-820	4	080S	200E	4304752875	19048	Federal	OW	P
THREE RIVERS FED 34-23-720	34	070S				Federal	OW	P
THREE RIVERS FED 34-33-720	34	070S		1		Federal	OW	Р
THREE RIVERS FED 10-41-820	10	080S		4304752948		+	OW	P
THREE RIVERS FED 34-15-720	34	070S		4304752965			OW	P
THREE RIVERS FED 35-32-720	35	070S		4304753005			OW	P
Three Rivers 16-23-820	16	080S		4304753231			OW	P
Three Rivers 16-24-820	16	080S		4304753232			ow	P
Three Rivers 2-33-820	2	080S		4304753232			ow	P
Three Rivers 4-33-820	4	080S		4304753528			OW	P
Three Rivers Federal 33-14-720	33	070S		4304753528			OW	P
Three Rivers Federal 4-32-820	4							ļ
		080S		4304753552			OW	P
Three Rivers Federal 33-24-720	33	070S		4304753557			OW	P
Three Rivers 32-334-720	32	070S	-	4304753710			OW	P
Three Rivers 5-31-820	32	070S		4304753711			OW	P
Three Rivers Federal 33-11-720	32	070S		4304753733			OW	P
Three Rivers 32-32-720	32	070S		4304753734			OW	P
Three Rivers 32-333-720	32	070S	200E	4304753735	19088	Fee	OW	P



Ultra Resources, Inc.

December 13, 2013

RECEIVED

DEC 1.6 2013

DIV. OF OIL, GAS & MINING

Division of Oil, Gas, and Mining 1594 West North Temple Salt Lake City, UT 84116 Attn: Rachel Medina

Re:

Transfer of Operator Three Rivers Project Area Uintah County, Utah

Dear Ms. Medina:

Pursuant to Purchase and Sale Agreement dated effective October 1, 2013 Ultra Resources, Inc. ("Ultra") assumed the operations of Axia Energy, LLC ("Axia") in the Three Rivers Area, Uintah County, Utah.

Accordingly, Ultra is submitting the following documents for your review and approval:

- 1) Request to Transfer Application or Permit to Drill for New, APD Approved & Drilled Wells
- 2) Request to Transfer Application or Permit to Drill APD Pending
- 3) Two Completed Sundry Notice and Reports on Wells Form 9 regarding Change of Operator executed by Ultra Resources, Inc. and Axia Energy, LLC
- 4) Statewide Surety Bond in the amount of \$120,000

As to all wells located on Fee Surface there are surface agreements in place. Ultra presently does not anticipate making any change in the drilling plans submitted by Axia.

Ultra has also submitted a Statewide Bond to the Bureau of Land Management. As soon as we receive the acknowledgement and approval by the BLM we will forward same to you for your files. A copy of our transfer letter and bond is attached for your reference.

Should you need any further information at this time, please call me direct at (303) 645-9865 or email msbalakas@ultrapetroleum.com.

zincerely,

Mary Sharon Balakas, CPL

Director of Land

cc: Cindy Turner, Axia Energy, LLC

STATE OF UTAH TMENT OF NATURAL RESOURCES

DIVISION OF OIL, GAS AND MINING	5. LEASE DESIGNATION AND SERIAL NUMBER: See Attached Well List
SUNDRY NOTICES AND REPORTS ON WELLS	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals. 1. TYPE OF WELL	7. UNIT or CA AGREEMENT NAME:
OIL WELL GAS WELL OTHER	8. WELL NAME and NUMBER: See Attached Well List
2. NAME OF OPERATOR: Ultra Resources, Inc. N4015	9. API NUMBER:
Ultra Resources, Inc. N4045 3. ADDRESS OF OPERATOR: PHONE NUMBER:	10 EIGLD AND DOOL ON WILDOW
304 Inverness Way South CITY Englewood STATE CO ZIP 80112 (303) 645-9810	10. FIELD AND POOL, OR WILDCAT:
4. LOCATION OF WELL FOOTAGES AT SURFACE: See Attached	соинту: Uintah
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:	STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPOR	RT. OR OTHER DATA
TYPE OF SUBMISSION TYPE OF ACTION	, ottometeb
NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: Approximate date work will start: CASING REPAIR Approximate date work will start: CASING REPAIR NEW CONSTRUCTION DEEPEN NEW CONSTRUCTION OPERATOR CHANGE CHANGE TO PREVIOUS PLANS CHANGE TUBING PLUG AND ABANDON CHANGE WELL NAME PRODUCTION (START/RESUME) COMMINGLE PRODUCING FORMATIONS RECLAMATION OF WELL SITE CONVERT WELL TYPE RECOMPLETE - DIFFERENT FORMATION 12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes EFFECTIVE DATE: October 1, 2013 FROM: Axia Energy, LLC 1430 Larimer Street Suite 400 Denver, CO 80202 Bond Number: Blanket Statewide UT State/Fee Bond LPM9046682 TO:	RECEIVED
Ultra Resources, Inc. 304 Inverness Way South Englewood, CO 80112 Bond Number:	DEC 1 6 2013 DIV. OF OIL, GAS & MINIMO
his space for State use only)	104FD

JAN 16 2013

ATTACHMENT TO FORM 9 CHANGE OF OPERATOR

AXIA ENERGY TO ULTRA RESOUR	CES EFFECTIVE 10-01-2013												
	Axia Well Name									State	Actual	Γ	Date
State Well Name	(for database sort	1					Mineral	Surface	Well	Well	Status @		Apprvd
List downloaded 12-10-13	and consistency)	Sec	TWN	RNG	API Number	Entity	Lease	Lease	Туре	Status	12/12/13	Submitted	DOGM
THREE RIVERS 2-11-820	Three Rivers 02-11-820	2	0805	200E	4304751936	18354	State	State	ow	Р	Р		
THREE RIVERS 2-13-820	Three Rivers 02-13-820		0805	200E	4304752687			State	ow	DRL	Р		08/27/1
THREE RIVERS 2-15-820	Three Rivers 02-15-820		0805	200E	4304752689		State	State	ow	Р	Р		
Three Rivers 2-21-820	Three Rivers 02-21-820	_	0805	200E	4304753947		State	State	ow	APD	APRVD		10/15/1
Three Rivers 2-223-820	Three Rivers 02-223-820		0805	200E	4304753946		State	<u>State</u>	ow	APD	APRVD		10/15/1
Three Rivers 2-22-820	Three Rivers 02-22-820	-	0805	200E	4304753948		State	State	ow	APD	APRVD		10/15/1
THREE RIVERS 2-23-820	Three Rivers 02-23-820		0805	200E	4304752688	19015		State	ow	DRL	Р		08/27/1
Three Rivers 2-24-820	Three Rivers 02-24-820	_	0805	200E	4304753945		State	State	ow	APD	APRVD		10/15/1
THREE RIVERS 2-25-820	Three Rivers 02-25-820	_	0805	200E	4304752690		State	State	ow	APD	APRVD		08/27/1
Three Rivers 2-32-820	Three Rivers 02-32-820	_	0805	200E	4304753274		State	State	ow	APD	APRVD		12/11/1
Three Rivers 2-33-820	Three Rivers 02-33-820	_	0805	200E	4304753273	-		State	ow	P	Р	1 1 2 41	
THREE RIVERS 2-41-820 THREE RIVERS 2-51-820	Three Rivers 02-41-820	1	0805	200E	4304752686		State	State	ow	APD	APRVD		08/27/1
	Three Rivers 02-51-820	$\overline{}$	0805	200E	4304752685	18941		State	ow	P	Р	\ ;	
Three Rivers 4-13-820	Three Rivers 04-13-820		0805	200E	4304753956	10100	Fee	Federal	ow	APD	PERPEND	08/19/13	
THREE RIVERS 4-14-820 Three Rivers 4-33-820	Three Rivers 04-14-820	_	2080	200E	4304752863	_	Fee	Federal	low	DRL	Р		
Three Rivers 5-31-820	Three Rivers 04-33-820	-	0805	200E	4304753528			Fee	ow	DRL	Р		
Three Rivers 7-12-821	Three Rivers 05-31-820	-	0705	200E	4304753711	19068		Fee	ow	DRL	Р		
Three Rivers 7-21-821	Three Rivers 07-12-821	_	0805	210E	4304753562		Fee	Fee	ow	APD	PERPEND	04/15/13	
Three Rivers 7-22-821	Three Rivers 07-21-821 Three Rivers 07-22-821	_	0805	210E	4304753560	-	Fee	Fee	ow	APD	PERPEND	04/15/13	
Three Rivers 7-23-821	Three Rivers 07-23-821	-	080S 080S	210E	4304753561		Fee	Fee	ow	APD	PERPEND	04/15/13	
Three Rivers 7-34-821	Three Rivers 07-23-821	_	0805	210E	4304753559 4304753558	_	Fee	Fee	OW	APD	PERPEND	04/15/13	
Three Rivers 16-11-820	Three Rivers 16-11-820	_	0805	210E 200E			Fee	Fee	OW	APD	PERPEND	04/15/13	00/
Three Rivers 16-12-820	Three Rivers 16-12-820		0805	200E	4304753474 4304753475			State	ow	DRL	SCS		03/12/13
Three Rivers 16-21-820	Three Rivers 16-21-820	-		200E	4304753229			State State	 -	DRL DRL	SCS P		03/12/1
Three Rivers 16-22-820	Three Rivers 16-22-820	_		200E	4304753229			State	ow	DRL	P		12/11/12
Three Rivers 16-23-820	Three Rivers 16-23-820			200E	4304753230			State	_	DRL	P		12/11/12
Three Rivers 16-24-820	Three Rivers 16-24-820		-	200E	4304753232			State	-	P	P	14 14 14	12/11/1
Three Rivers 16-31-820	Three Rivers 16-31-820			200E	4304753495		State	State		APD	ccs		02/12/11
Three Rivers 16-32-820	Three Rivers 16-32-820		_	200E	4304753494			State		DRL			03/12/13
Three Rivers 16-33-820	Three Rivers 16-33-820		_	200E	4304753496			State	-	DRL	woc woc		03/12/13
Three Rivers 16-34-820	Three Rivers 16-34-820	_	0805	200E	4304753472		State	State		APD	CCS		03/12/13
THREE RIVERS 16-41-820	Three Rivers 16-41-820	_	-	200E	4304752110			State		P	p p		03/12/13
THREE RIVERS 16-42-820	Three Rivers 16-42-820	_		200E	4304752056	ightharpoonup		State	ow	D	P P		
THREE RIVERS 16-43-820	Three Rivers 16-43-820	_	_	200E	4304752057			State	-	P	P P		10 A A A A A A A A A A A A A A A A A A A
Three Rivers 16-44-820	Three Rivers 16-44-820			200E	4304753473		State	State		APD	ccs		03/12/13
Three Rivers 18-21-821	Three Rivers 18-21-821	 	_	210E	4304753276			Fee	-	APD	PERPEND	12/17/12	03/12/13
Three Rivers 18-22-821	Three Rivers 18-22-821		-	210E	4304753620		Fee	Fee			PERPEND	04/15/13	
Three Rivers 18-31-821	Three Rivers 18-31-821			210E	4304753277		Fee	Fee			PERPEND	12/19/12	
Three Rivers 18-32-821	Three Rivers 18-32-821			210E	4304753621			Fee			PERPEND	04/15/13	
Three Rivers 27-34-720	Three Rivers 27-34-720		$\overline{}$	200E	4304753278			Fee			PERPEND	12/19/12	
THREE RIVERS 32-15-720	Three Rivers 32-15-720		$\overline{}$	200E	4304752736			Fee		P P	P	12/13/12	
THREE RIVERS 32-25-720	Three Rivers 32-25-720	-		200E	4304752718			Fee			P		
Three Rivers 32-32-720	Three Rivers 32-32-720			200E	4304753734				-	DRL	P		06/12/13
Three Rivers 32-3333-720	Three Rivers 32-3333-720	_		200E	4304753950	\rightarrow		Fee	_		scs	110	10/15/13
Three Rivers 32-333-720	Three Rivers 32-333-720	32	705	200E	4304753735				-		P		06/12/13
Three Rivers 32-334-720	Three Rivers 32-334-720	32 (705	200E	4304753710			Fee			P		05/22/13
THREE RIVERS 32-33-720	Three Rivers 32-33-720	32 (705	200E	4304752734	19016	Fee	Fee	_	DRL	P		08/29/12
HREE RIVERS 32-34-720	Three Rivers 32-34-720		705		4304752735				_		DRLG		08/29/12
THREE RIVERS 32-35-720	Three Rivers 32-35-720	32 0	705	200E	4304752737	18766	Fee	Fee		P	P	1000	55,05,55
Three Rivers 32-42-720	Three Rivers 32-42-720	32 (70S	200E	4304753949	1	Fee	Fee	ow .	APD	APRVD	7.5	10/15/13
HREE RIVERS 34-31-720	Three Rivers 34-31-720	34 (705	200E	4304752012	18326	Fee	Fee	ow	Р	P	Para National	
hree Rivers 34-31T-720	Three Rivers 34-31T-720	34 (705	200E	4304753281	-	Fee	Fee	ow .	APD .	APRVD	entre de la companie	12/11/12
HREE RIVERS 36-11-720	Three Rivers 36-11-720	36 0	705	200E	4304751915	18355	State	State	ow	Р	P	u 11 yr 1214gy	100
HREE RIVERS 36-13-720	Three Rivers 36-13-720	36 0	70S	200E	4304752699	9	State	State	ow ,	APD ,	APRVD	1 to \$150 of	08/29/12
HREE RIVERS 36-21-720	Three Rivers 36-21-720	360	70S	200E	4304752698	19	State	State	ow /	APD ,	APRVD	1.141.4	08/29/12
HREE RIVERS 36-23-720	Three Rivers 36-23-720	360	705	200E	4304752733	18769	State	State	ow	P	P	3. 2. 2. 3.	1. 19.
HREE RIVERS 36-31-720	Three Rivers 36-31-720	360	705	200E	4304752697	19086	State	State	ow	DRL I	P	475 4.	08/29/12
hree Rivers D	Three Rivers D	160	80S 2	200E	4304753702						APRVD		07/15/13
HREE RIVERS FED 3-11-820	Three Rivers Fed 03-11-820	34 0	70S 2		4304752950	19184					woc	1 11 11 11	02/22/13
hree Rivers Federal 3-12-820	Three Rivers Fed 03-12-820	4 0	80S 2		4304753914						APRVD	11,741	08/01/13
hree Rivers Federal 3-13-820	Three Rivers Fed 03-13-820	3 0			4304753951	$\overline{}$					PERPEND	08/12/13	-3,01,13
hree Rivers Federal 3-14-820	Three Rivers Fed 03-14-820				4304753952	_			\rightarrow		PERPEND	08/12/13	
hree Rivers Federal 3-23-820	Three Rivers Fed 03-23-820			_	4304753953						PERPEND	08/12/13	7 1 NA
	Three Rivers Fed 03-24-820				4304753954						PERPEND	08/12/13	
	Three Rivers Fed 03-32-820	$\overline{}$			4304752861					· F	,	08/12/13	
	Three Rivers Fed 03-33-820	$\overline{}$		$\overline{}$	4304752864						APRVD		12/24/12
										- 1			,,
	Three Rivers Fed 03-53-820	3 0	80S 2	200E	4304752820	19104 F	ederal I	Federal	ow [ORL F	,	1 - 1 - 1	12/24/12

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ATTACHMENT TO FORM 9 CHANGE OF OPERATOR

AXIA ENERGY TO ULTRA RESOURCE	ES EFFECTIVE 10-01-2013												
	Axia Well Name	1			l i	T			T	State	Actual		Date
State Well Name	(for database sort						Mineral	Surface	Well	Well	Status @		Apprvd
List downloaded 12-10-13	and consistency)	Sec	TWN	RNG	API Number	Entity	Lease	Lease	Туре	Status	12/12/13	Submitted	DOGM
THREE RIVERS 4-21-820	Three Rivers Fed 04-21-820	4	0805	200E	4304752875	19048	Federal	Fee	ow	DRL	P		02/22/13
THREE RIVERS FED 4-31-820	Three Rivers Fed 04-31-820	4	0805	200E	4304752874		Federal	Fee	low	DRL	Р	 	02/22/13
Three Rivers Federal 4-32-820	Three Rivers Fed 04-32-820	4	0805	200E	4304753552	19168	Federal	Fee	ow	DRL	P		08/26/13
Three Rivers Federal 4-41-820	Three Rivers Fed 04-41-820	4	0805	200E	4304753911		Federal	Federal	ow	APD	APRVD		08/01/13
Three Rivers Federal 4-42-820	Three Rivers Fed 04-42-820	4	0805	200E	4304753913		Federal	Federal	ow	APD	APRVD		08/01/13
Three Rivers Federal 5-11-820	Three Rivers Fed 05-11-820	-	0805	200E	4304754204	_	Federal	Federal	ow	NEW	PERPEND	12/03/13	00,01,13
Three Rivers Federal 5-21-820	Three Rivers Fed 05-21-820	5	0805	200E	4304754205		Federal	Federal	ow	NEW	PERPEND	12/03/13	
Three Rivers Federal 5-42-820	Three Rivers Fed 05-42-820	5	0805	200E	4304753958		Federal	Federal	ow	APD	PERPEND	08/19/13	
Three Rivers Federal 5-43-820	Three Rivers Fed 05-43-820	_	0805	200E	4304753957		Federal	Federal	ow	APD	PERPEND	08/19/13	
THREE RIVERS FEDERAL 5-56-820	Three Rivers Fed 05-56-820	_	080S	200E	4304752862	18993		Federal	ow	P	P	00/13/13	
THREE RIVERS FEDERAL 8-52-820	Three Rivers Fed 08-52-820	_	0805	200E	4304752770			Federal	ow	<u> </u>	P		02/22/13
THREE RIVERS FEDERAL 8-53-820	Three Rivers Fed 08-53-820	-	0805	200E	4304752771		Federal	Federal	ow		P		02/22/13
Three Rivers Federal 9-41-820	Three Rivers Fed 09-41-820	1	0805	200E	4304753556		Federal	Federal	ow		P		08/20/13
THREE RIVERS FED 10-30-820	Three Rivers Fed 10-30-820	_	0805	200E	4304753555			Federal	ow	DRL	P		08/20/13
Three Rivers Federal 10-31-820	Three Rivers Fed 10-31-820	_	0805	200E	4304753437	13103	Federal	Federal	ow	APD	ccs		08/21/13
Three Rivers Federal 10-32-820	Three Rivers Fed 10-32-820		0805	200E	4304753415	-	Federal	Federal	ow	APD	ccs		08/21/13
THREE RIVERS FED 10-41-820	Three Rivers Fed 10-41-820	-	0805	200E	4304752948	19137		Federal			P		02/22/13
THREE RIVERS FED 10-42-820	Three Rivers Fed 10-42-820	_	0805	200E	4304752949	13137	Federal	Federal	ow	APD	APRVD	7 7 7 7	02/22/13
Three Rivers Federal 33-11-720	Three Rivers Fed 33-11-720	_	070S	200E	4304753733	19109		Fee	ow		P		07/17/13
Three Rivers Federal 33-12-720	Three Rivers Fed 33-12-720		070S	200E	4304753724			Fee			woc		09/16/13
Three Rivers Federal 33-13-720	Three Rivers Fed 33-13-720		0705	200E	4304753723		Federal				woc		09/16/13
Three Rivers Federal 33-14-720	Three Rivers Fed 33-14-720	-	0705	200E	4304753551						P		09/16/13
Three Rivers Federal 33-24-720	Three Rivers Fed 33-24-720	-	0705	200E	4304753557	$\overline{}$	Federal				P		07/09/13
THREE RIVERS FED 34-15-720	Three Rivers Fed 34-15-720		070S	200E	4304752965						P	22.75	07/03/13
THREE RIVERS FED 34-23-720	Three Rivers Fed 34-23-720	-	070S	200E	4304752945		Federal				P		02/12/13
Three Rivers Federal 34-25-720	Three Rivers Fed 34-25-720	-	0705	200E	4304753283				_		APRVD	3 3 5 3 5 7	06/10/13
THREE RIVERS FED 34-33-720	Three Rivers Fed 34-33-720	-	0705	200E	4304752947				_		P	93.76	02/22/13
Three Rivers Federal 34-35-720	Three Rivers Fed 34-35-720	_	0705	200E	4304753282						APRVD		06/10/13
Three Rivers Federal 34-42-720	Three Rivers Fed 34-42-720	-		200E	4304753915		Federal		• • •		APRVD		08/01/13
Three Rivers Federal 34-43-720	Three Rivers Fed 34-43-720	_		200E	4304753916		Federal				APRVD		08/01/13
Three Rivers Federal 35-11-720	Three Rivers Fed 35-11-720	-		200E	4304753944		Federal				PERPEND	07/25/13	08/01/13
Three Rivers Federal 35-12-720	Three Rivers Fed 35-12-720	_		200E	4304753917		Federal		_	_	APRVD	07/23/13	08/01/13
Three Rivers Federal 35-13-720	Three Rivers Fed 35-13-720		_	200E	4304753554		Federal				APRVD		08/20/13
Three Rivers Federal 35-14-720	Three Rivers Fed 35-14-720			200E	4304753553		Federal				APRVD		08/22/13
Three Rivers Federal 35-21-720	Three Rivers Fed 35-21-720	\rightarrow	$\overline{}$	200E	4304753943		Federal			-	PERPEND	07/25/13	- 06/22/13
THREE RIVERS FED 35-32-720	Three Rivers Fed 35-32-720	\rightarrow		200E	4304753005						APRVD	07/23/13	02/22/13
THREE RIVERS FED 35-34-720	Three Rivers Fed 35-34-720	\rightarrow		200E	4304753006						APRVD		02/22/13
THREE RIVERS FED 35-42-720	Three Rivers Fed 35-42-720	$\overline{}$		200E	4304753007						APRVD		02/22/13
Three Rivers Federal 35-43-720	Three Rivers Fed 35-43-720	\rightarrow		200E	4304753918			<u> </u>			APRVD		08/01/13
	Three Rivers Fed 35-442-720			200E	4304753919				\longrightarrow		APRVD		
THREE RIVERS FED 35-44-720	Three Rivers Fed 35-44-720	_	_	200E	4304753008		Federal		$\overline{}$		APRVD		08/01/13
Three Rivers Fed 03-34-820	Three Rivers Fed 03-34-820			200E	+304733006		Federal	cuciai			SUB	12/10/13	02/22/13
	Three Rivers Fed 03-44-820		\rightarrow	200E			Federal				SUB	12/10/13	+
	Three Rivers Fed 08-31-820		\rightarrow	200E			Federal		 +		SUB	12/10/13	
	Three Rivers Fed 08-41-820	_		200E			Federal	- 1			SUB	12/07/13	
	00 00 71 020	ال	0000	2002			cuerar			IVA	300	12/0//13	

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STATE OF UTAH

DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OU. CAS AND MINING

DIVISION OF OIL, GAS AND MINING 5. LEASE DESIGNATION AND SERIAL NUMB See Attached Well List								
SUNDRY NOTICES AND REPORTS ON WELLS 6. IF INDIAN, ALLOTTEE OR TRIBE NAME:								
Do not use this form for proposals to drill drill horizonta	Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.							
TYPE OF WELL OIL WELI	GAS WELL OTHER_		8. WELL NAME and NUMBER: See Attached Well List					
2. NAME OF OPERATOR: Axia Energy, LLC			9. API NUMBER:					
3. ADDRESS OF OPERATOR: 1430 Larimer Street, Ste 400 C	TY Denver STATE CO ZIP	PHONE NUMBER: (720) 746-5200	10. FIELD AND POOL, OR WILDCAT:					
4. LOCATION OF WELL. FOOTAGES AT SURFACE: See /								
			соимту: Uintah					
QTR/QTR, SECTION, TOWNSHIP, RA	NGE, MERIDIAN:		STATE: UTAH					
11. CHECK APP	PROPRIATE BOXES TO INDICAT	E NATURE OF NOTICE, REPO	RT, OR OTHER DATA					
TYPE OF SUBMISSION		TYPE OF ACTION						
NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: 10/1/2013	ACIDIZE ALTER CASING CASING REPAIR CHANGE TO PREVIOUS PLANS	DEEPEN FRACTURE TREAT NEW CONSTRUCTION OPERATOR CHANGE	REPERFORATE CURRENT FORMATION SIDETRACK TO REPAIR WELL TEMPORARILY ABANDON TUBING REPAIR					
SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion:	CHANGE TUBING CHANGE WELL NAME CHANGE WELL STATUS COMMINGLE PRODUCING FORMATIONS CONVERT WELL TYPE	PLUG AND ABANDON PLUG BACK PRODUCTION (START/RESUME) RECLAMATION OF WELL SITE RECOMPLETE - DIFFERENT FORMATION	WATER DISPOSAL WATER SHUT-OFF OTHER:					
EFFECTIVE DATE: Octo FROM: Axia Energy, LLC 1430 Larimer Street Suite 400 Denver, CO 80202 Bond Number: Blanket St TO: Ultra Resources, Inc. 304 Inverness Way South Englewood, CO 80112 Bond Number:	catewide UT State/Fee Bond LPM	19046682	DEC 1 6 2013 DIV. OF OIL, GAS & MINING for the operations conducted on the					
NAME (PLEASE PRINT) Daniel G.	Blanchard	TITLE President						
SIGNATURE	Hanchard	DATE <u>1211/13</u>						
This space for State use only)		AP						

APPROVED

JAN 16 2013

ATTACHMENT TO FORM 9 CHANGE OF OPERATOR AXIA ENERGY TO ULTRA RESOURCES EFFECTIVE 10-01-2013

AXIA ENERGY TO ULTRA RESOURCE	CES EFFECTIVE 10-01-2013												
	Axia Well Name	T		T					T	State	Actual		Date
State Well Name	(for database sort	ł					Mineral	Surface	Well	Well	Status @		Apprvd
List downloaded 12-10-13	and consistency)		TWN	-		Entity		Lease	Type	+	12/12/13	Submitted	DOGM
THREE RIVERS 2-11-820 THREE RIVERS 2-13-820	Three Rivers 02-11-820 Three Rivers 02-13-820		0805	200E	4304751936		+	State	ow	P	IP	1	
THREE RIVERS 2-15-820	Three Rivers 02-13-820 Three Rivers 02-15-820	+	0805	200E	4304752687 4304752689		+	State	low	DRL	Ρ	3	08/27/17
Three Rivers 2-21-820	Three Rivers 02-21-820		0805	200E	4304753947	18//0	State	State State	low	APD	APRVD	3	10/15/1
Three Rivers 2-223-820	Three Rivers 02-223-820		0805	200E	4304753946		State	State	ow	APD	APRVD	4	10/15/13
Three Rivers 2-22-820	Three Rivers 02-22-820		0805	200E	4304753948		State	State	ow	APD	APRVD		10/15/13
THREE RIVERS 2-23-820	Three Rivers 02-23-820	-+	0805	200E	4304752688			State	ow	DRL	P		08/27/12
Three Rivers 2-24-820	Three Rivers 02-24-820	_	0805	200E	4304753945		State	State	ow	APD	APRVD	8	10/15/13
THREE RIVERS 2-25-820	Three Rivers 02-25-820	2	0805	200E	4304752690		State	State	ow	APD	APRVD	6)	08/27/12
Three Rivers 2-32-820	Three Rivers 02-32-820	2	0805	200E	4304753274		State	State	ow	APD	APRVD	10	12/11/12
Three Rivers 2-33-820	Three Rivers 02-33-820	2	080S	200E	4304753273	18943	State	State	ow	Р	Р	i	
THREE RIVERS 2-41-820	Three Rivers 02-41-820	2	080S	200E	4304752686		State	State	ow	APD	APRVD	2	08/27/12
THREE RIVERS 2-51-820	Three Rivers 02-51-820	2	0805	200E	4304752685	18941	State	State	ow	Р	Р	3	
Three Rivers 4-13-820	Three Rivers 04-13-820		080S	200E	4304753956		Fee	Federal	ow	APD	PERPEND	08/19/13	1.0
THREE RIVERS 4-14-820	Three Rivers 04-14-820		0805	200E	4304752863			Federal	ow	DRL	Р	8	
Three Rivers 4-33-820	Three Rivers 04-33-820	$\overline{}$	0805	200E	4304753528			Fee	ow	DRL	Р	۵	
Three Rivers 5-31-820	Three Rivers 05-31-820		0705	200E	4304753711	19068		Fee	low	DRL	Р		
Three Rivers 7-12-821 Three Rivers 7-21-821	Three Rivers 07-12-821		0805	210E	4304753562		Fee	Fee	OW	APD	PERPEND	04/15/13	~
Three Rivers 7-21-821	Three Rivers 07-21-821	_	0805	210E	4304753560		Fee	Fee	OW	APD	PERPEND	04/15/13	
Three Rivers 7-23-821	Three Rivers 07-22-821 Three Rivers 07-23-821	$\overline{}$	080S 080S	210E 210E	4304753561		Fee	Fee	OW	APD	PERPEND	04/15/13	
Three Rivers 7-34-821	Three Rivers 07-23-821 Three Rivers 07-34-821	_	0805	210E	4304753559 4304753558		Fee Fee	Fee Fee	ow	APD APD	PERPEND PERPEND	04/15/13	<u>, 7</u>
Three Rivers 16-11-820	Three Rivers 16-11-820	_	0805	200E	4304753474			State	low	DRL	SCS	04/15/13	
Three Rivers 16-12-820	Three Rivers 16-12-820	_	0805	200E	4304753475			State	low	DRL	scs	3 14	03/12/13 03/12/13
Three Rivers 16-21-820	Three Rivers 16-21-820	_	0805	200E	4304753229			State	low	DRL	p	5	12/11/12
Three Rivers 16-22-820	Three Rivers 16-22-820	_	0805	200E	4304753230			State	ow	DRL	P	4	12/11/12
Three Rivers 16-23-820	Three Rivers 16-23-820	_	0805	200E	4304753231			State	_	DRL	P	7	12/11/12
Three Rivers 16-24-820	Three Rivers 16-24-820	_	080S	200E	4304753232	_		State	ow	P	Р	8	1-, 11, 12
Three Rivers 16-31-820	Three Rivers 16-31-820	16	080S	200E	4304753495		State	State	ow	APD	ccs	á	03/12/13
Three Rivers 16-32-820	Three Rivers 16-32-820	16	0805	200E	4304753494	19185	State	State	OW	DRL	woc	30	03/12/13
Three Rivers 16-33-820	Three Rivers 16-33-820	16	080S	200E	4304753496	19161	State	State	ow	DRL	woc	1	03/12/13
Three Rivers 16-34-820	Three Rivers 16-34-820	16	0805	200E	4304753472		State	State	ow	APD	CCS	2	03/12/13
THREE RIVERS 16-41-820	Three Rivers 16-41-820	+		200E	4304752110			State	ow	Р	Р	3	
THREE RIVERS 16-42-820	Three Rivers 16-42-820	+ -	080S	200E	4304752056			State	ow	Р	Р	4	12 325
THREE RIVERS 16-43-820	Three Rivers 16-43-820	_		200E	4304752057			State	_	Р	Р	- 5	
Three Rivers 16-44-820	Three Rivers 16-44-820	+ +	0805	200E	4304753473	$\overline{}$	State	State		APD	ccs	6	03/12/13
Three Rivers 18-21-821 Three Rivers 18-22-821	Three Rivers 18-21-821	+	0805	210E	4304753276		Fee	Fee		APD	PERPEND	12/17/12	<u> </u>
Three Rivers 18-31-821	Three Rivers 18-22-821 Three Rivers 18-31-821		080S 080S	210E 210E	4304753620			Fee	_	_	PERPEND	04/15/13	<u> </u>
Three Rivers 18-32-821	Three Rivers 18-32-821		0805	210E	4304753277 4304753621			Fee		APD	PERPEND	12/19/12	9
Three Rivers 27-34-720	Three Rivers 27-34-720	+	070S	200E	4304753278			Fee Fee		APD APD	PERPEND PERPEND	04/15/13	40_
THREE RIVERS 32-15-720	Three Rivers 32-15-720	+	070S	200E	4304752736			Fee			PERPEND	12/19/12	1
THREE RIVERS 32-25-720	Three Rivers 32-25-720	+		200E	4304752718		$\overline{}$	Fee			P	- 	
Three Rivers 32-32-720	Three Rivers 32-32-720	-	_	200E	4304753734			Fee	_	·	P	- 3	06/12/13
Three Rivers 32-3333-720	Three Rivers 32-3333-720	-		200E	4304753950			Fee			scs	4	10/15/13
Three Rivers 32-333-720	Three Rivers 32-333-720	32	070S	200E	4304753735	19088	Fee	Fee			Р	4	06/12/13
Three Rivers 32-334-720	Three Rivers 32-334-720	32	0705	200E	4304753710			Fee	ow	DRL	Ρ	7	05/22/13
THREE RIVERS 32-33-720	Three Rivers 32-33-720	32	070S	200E	4304752734	19016	Fee	Fee	ow	DRL	Р	8	08/29/12
	Three Rivers 32-34-720		070S	200E	4304752735	19249	Fee	Fee	ow	DRL	DRLG	9	08/29/12
THREE RIVERS 32-35-720	Three Rivers 32-35-720	+ ++		200E	4304752737	18766	Fee			Р	Р	30	
Three Rivers 32-42-720	Three Rivers 32-42-720			200E	4304753949						APRVD	1	10/15/13
THREE RIVERS 34-31-720	Three Rivers 34-31-720			200E	4304752012					Р	Р .	2	91.54.254
Three Rivers 34-31T-720 THREE RIVERS 36-11-720	Three Rivers 34-31T-720			200E	4304753281						APRVD	3	12/11/12
THREE RIVERS 36-13-720	Three Rivers 36-11-720			200E	4304751915					·	P		
THREE RIVERS 36-21-720	Three Rivers 36-13-720 Three Rivers 36-21-720		_	200E	4304752699 4304752698			-			APRVD	5	08/29/12
THREE RIVERS 36-23-720	Three Rivers 36-23-720			200E	4304752733				ow .	APD	APRVD	6	08/29/12
THREE RIVERS 36-31-720	Three Rivers 36-31-720	-		200E	4304752697					DRL	P	7	00/20/12
Three Rivers D	Three Rivers D	-			4304753702						APRVD	8	08/29/12 07/15/13
	Three Rivers Fed 03-11-820				4304752950						WOC	40	02/22/13
	Three Rivers Fed 03-12-820				4304753914				_		APRVD		08/01/13
	Three Rivers Fed 03-13-820			_	4304753951						PERPEND	08/12/13	2
	Three Rivers Fed 03-14-820	-			4304753952				-		PERPEND	08/12/13	3
	Three Rivers Fed 03-23-820	-			4304753953				-	$\overline{}$	PERPEND	08/12/13	
Three Rivers Federal 3-24-820	Three Rivers Fed 03-24-820	3 (080S	$\overline{}$	4304753954						PERPEND	08/12/13	4 5
					4204752554	10043				,	-		6
THREE RIVERS FEDERAL 3-32-820	Three Rivers Fed 03-32-820	3 0	2080	200E	4304752861	1894211	egerai ji	Federal	ow I				<i>60</i> 7 1
THREE RIVERS FEDERAL 3-32-820 THREE RIVERS FEDERAL 3-33-820	Three Rivers Fed 03-33-820	3 (080S	200E	4304752864		ederal i				APRVD	7	12/24/12
THREE RIVERS FEDERAL 3-32-820 THREE RIVERS FEDERAL 3-33-820 THREE RIVERS FEDERAL 3-53-820		3 (080S 080S	200E 200E		19104 F	ederal I	Federal	ow /		APRVD		

State Well Name	ATTACHMENT TO FORM 9 CHANG	E OF OPERATOR												
State Well Name	AXIA ENERGY TO ULTRA RESOURCE	ES EFFECTIVE 10-01-2013												
Display		Axia Well Name	T	T							State	Actual		Date
List downloaded 12-10-13	State Well Name	(for database sort		1		[Mineral	Surface	Well	Well	Status @		Apprvd
HIREE RIVERS 6-21-820	List downloaded 12-10-13	and consistency)	Sec	TWN	RNG	API Number	Entity	Lease	Lease	Type	Status	12/12/13	Submitted	DOGM
THREE RIVERS FED 4-31-820	THREE RIVERS 4-21-820		4	0805	200E	4304752875	19048	Federal	Fee		DRL	Р		02/22/1
Three Rivers Federal 4-3-820 Three Rivers Fed 04-3-820 4 0805 2006 4304753913 Federal Federal OW APD APRVD 3 0805 2006 4304753913 Federal Federal OW APD APRVD 4 0805 0805 2006 4304753913 Federal Federal OW APD APRVD 4 0805 0805 2006 4304753913 Federal Federal OW APD APRVD 4 0805 0805 2006 4304753913 Federal Federal OW APD APRVD 4 0805 0805 2006 4304753913 Federal Federal OW APD APRVD 4 0805 0805 2006 4304753913 Federal Federal OW APD APRVD 4 0805 0805 2006 430475305 Federal Federal OW APD APRVD 4 0805 0805 2006 4304753913 Federal Federal OW APD APRVD 4 0805 0805 2006 4304753915 Federal Federal OW APD APRVD 4 0805 0805 2006 4304753915 Federal Federal OW APD APRVD 4 0805	THREE RIVERS FED 4-31-820	Three Rivers Fed 04-31-820	4	0805	200E	4304752874	19023	Federal	Fee	ow	DRL	Р		02/22/1
Three Rivers Federal 4.4-3.20	Three Rivers Federal 4-32-820	Three Rivers Fed 04-32-820	4	0805	200E	4304753552	19168	Federal	Fee	ow	DRL	Р	2	08/26/1
Three Rivers Federal 4-2-820	Three Rivers Federal 4-41-820		4	0805	200E		1			ow	-	APRVD	7	08/01/1
Three Rivers Federal 5-11-820	Three Rivers Federal 4-42-820	Three Rivers Fed 04-42-820	4	0805	200E							+	11	08/01/1
Three Rivers Federal 5-21-820	Three Rivers Federal 5-11-820	Three Rivers Fed 05-11-820	5	0805	200E		1			ow		 	12/03/13	
Three Rivers Fedoral 3-43-20	Three Rivers Federal 5-21-820	Three Rivers Fed 05-21-820	5	080\$	200E							+		
Three Rivers Feddral 3-43-820	Three Rivers Federal 5-42-820	4	+		200E	4304753958			· · · · · · · · · · · · · · · · · · ·	ow				
HHEER RIVERS FEDERAL 8-55-8-20	Three Rivers Federal 5-43-820	Three Rivers Fed 05-43-820	5	0805	200E						_	, 		
THREE RIVERS FEDERAL 8-52-820	THREE RIVERS FEDERAL 5-56-820	Three Rivers Fed 05-56-820	5	0805	200E	4304752862	18993			ow	Р			
HHBER RIVERS FED EAL 8-53-820	THREE RIVERS FEDERAL 8-52-820	Three Rivers Fed 08-52-820	8	0805	200E		 	 		<u> </u>	DRL	P		02/22/1
Three Rivers Federal 94-1-820					_					_			30	02,22,1
Three Rivers Fed 10-30-820	Three Rivers Federal 9-41-820	+ · · · · · · · · · · · · · · · · · · ·								_	DRL		<u>ئ</u>	08/20/1
Three Rivers Federal 10-31-820	THREE RIVERS FED 10-30-820	Three Rivers Fed 10-30-820	10	0805	-									08/20/1
Three Rivers Federal 31-12-22	Three Rivers Federal 10-31-820		10	0805	200E					-		CCS	-	08/21/1
THREE RIVERS FED 10-41-820	Three Rivers Federal 10-32-820	Three Rivers Fed 10-32-820	10	080\$	200E	4304753415		Federal		ow			7	08/21/1
Three Rivers Federal 33-11-720 Three Rivers Fed 33-11-720 32 0705 200E 4304753733 19126 Federal Federal OW APD APRVD O2/22, APRVD O	THREE RIVERS FED 10-41-820	Three Rivers Fed 10-41-820	10	0805	200E	4304752948	19137	Federal	Federal	OW	DRL	P	6	02/22/1
Three Rivers Federal 33-11-720	THREE RIVERS FED 10-42-820	Three Rivers Fed 10-42-820	10	0805	200E					ow	APD	APRVD	<u> </u>	02/22/1
Three Rivers Federal 33-12-720	Three Rivers Federal 33-11-720	Three Rivers Fed 33-11-720	32	0705	200E		19109						•	07/17/1
Three Rivers Federal 33-13-720	Three Rivers Federal 33-12-720	Three Rivers Fed 33-12-720	33	0705	200E				Fee			WOC	6	09/16/1
Three Rivers Federal 33-14-720 Three Rivers Fed 33-14-720 33 070S 200E 4304753551 19107 Federal Fee OW DRL P 07/09, Three Rivers Fed 33-24-720 34 070S 200E 4304753555 19108 Federal Fee OW DRL P 07/09, THREE RIVERS FED 34-15-720 Three Rivers Fed 34-15-720 34 070S 200E 4304752965 18960 Federal Fee OW DRL P 02/12, Three Rivers Fed 34-23-720 34 070S 200E 4304752965 18960 Federal Fee OW DRL P 02/12, Three Rivers Fed 34-23-720 Three Rivers Fed 34-23-720 34 070S 200E 4304752945 19049 Federal Fee OW DRL P 02/12, Three Rivers Fed 34-23-720 Three Rivers Fed 34-23-720 34 070S 200E 4304753283 Federal Fee OW DRL P 02/12, Three Rivers Fed 34-33-720 Three Rivers Fed 34-35-720 Three Rivers Fed 34-33-720 Three Rivers Fed 34-35-720 Three Rivers Fed 34-42-720 Three Rivers Fed 34-35-720 Three Rivers Fed 34-35-720 Three Rivers Fed 34-42-720 Three Rivers Fed 34-42-720 Three Rivers Fed 34-42-720 Three Rivers Fed 35-11-720	Three Rivers Federal 33-13-720	Three Rivers Fed 33-13-720	33	0705	200E			_		_				09/16/1
Three Rivers Federal 33-24-720 Three Rivers Fed 33-24-720 33 0705 200E 4304753557 19108 Federal Fee OW DRL P 07/09, THREE RIVERS FED 34-15-720 Three Rivers Fed 34-15-720 34 0705 200E 4304752945 19360 Federal Fee OW P P DRL P 02/12, Three Rivers Fed 34-25-720 Three Rivers Fed 34-25-720 34 0705 200E 4304753283 Federal Fee OW DRL P 02/12, Three Rivers Fed 34-33-720 Three Rivers Fed 34-35-720 34 0705 200E 4304753283 Federal Fee OW DRL P 02/12, Three Rivers Fed 34-35-720 Three Rivers Fed 34-35-720 34 0705 200E 4304753283 Federal Fee OW DRL P 02/12, Three Rivers Fed 34-35-720 Three Rivers Fed 34-35-720 34 0705 200E 4304753283 Federal Fee OW DRL P 02/12, Three Rivers Fed 34-35-720 Three Rivers Fed 34-42-720 Three Rivers Fed 34-42-720 Three Rivers Fed 34-43-720 Three Rivers Fed 34-43-720 Three Rivers Fed 34-43-720 Three Rivers Fed 34-43-720 Three Rivers Fed 35-11-720 Three Rivers	Three Rivers Federal 33-14-720	Three Rivers Fed 33-14-720	33	0705	200E								- 17	09/16/1
THREE RIVERS FED 34-15-720	Three Rivers Federal 33-24-720	Three Rivers Fed 33-24-720	33	070S	200E							P	2	07/09/1
Three Rivers Federal 34-25-720 Three Rivers Fed 34-25-720 34 0705 200E 4304753283 Federal Fee OW APD APRVD 506/10, THREE RIVERS FED 34-33-720 Three Rivers Fed 34-33-720 34 0705 200E 4304753282 Federal Fee OW APD APRVD 06/10, Three Rivers Federal 34-35-720 Three Rivers Fed 34-42-720 35 0705 200E 4304753282 Federal Federal OW APD APRVD 06/10, Three Rivers Federal 34-42-720 Three Rivers Fed 34-43-720 35 0705 200E 4304753916 Federal Federal OW APD APRVD 07/25/13 Drive Rivers Federal 35-11-720 Three Rivers Fed 35-11-720 35 0705 200E 4304753916 Federal Federal OW APD APRVD 07/25/13 Drive Rivers Federal 35-12-720 Three Rivers Fed 35-12-720 35 0705 200E 4304753917 Federal Federal OW APD APRVD 07/25/13 Drive Rivers Federal 35-12-720 Three Rivers Fed 35-13-720 35 0705 200E 4304753917 Federal Federal OW APD APRVD 07/25/13 Drive Rivers Federal 35-13-720 Three Rivers Fed 35-13-720 35 0705 200E 4304753917 Federal Federal OW APD APRVD 08/01/11 Drive Rivers Federal 35-13-720 Three Rivers Fed 35-13-720 35 0705 200E 4304753554 Federal Federal OW APD APRVD 08/20/11 Three Rivers Federal 35-12-720 Three Rivers Fed 35-14-720 35 0705 200E 4304753554 Federal Federal OW APD APRVD 08/20/11 Three Rivers Federal 35-21-720 Three Rivers Fed 35-31-720 35 0705 200E 4304753554 Federal Federal OW APD APRVD 08/20/11 Three Rivers Federal 35-21-720 Three Rivers Fed 35-32-720 35 0705 200E 4304753055 19138 Federal Federal OW APD APRVD 08/20/11 Three Rivers Fed 35-32-720 35 0705 200E 4304753005 19138 Federal Federal OW APD APRVD 08/20/21 Three Rivers Fed 35-34-720 35 0705 200E 4304753007 Federal Federal OW APD APRVD 08/20/21 Three Rivers Fed 35-34-720 35 0705 200E 4304753005 19138 Federal Federal OW APD APRVD 08/20/21 Three Rivers Fed 35-42-720 35 0705 200E 4304753005 19138 Federal Federal OW APD APRVD 08/20/21 Three Rivers Fed 35-42-720 35 0705 200E 4304753005 Federal Federal OW APD APRVD 08/20/21 Three Rivers Fed 35-42-720 35 0705 200E 4304753005 Federal Federal OW APD APRVD 08/20/21 Three Rivers Fed 35-42-720 35 0705 200E 4304753005 Federal Federa	THREE RIVERS FED 34-15-720	Three Rivers Fed 34-15-720	34	070S	200E	4304752965	18960	Federal	Fee	ow	Р	Р	3	
Three Rivers Federal 34-25-720 Three Rivers Fed 34-25-720 34 070S 200E 4304753283 Federal Fee OW APD APRVD 06/10, THREE RIVERS FED 34-33-720 Three Rivers Fed 34-33-720 34 070S 200E 4304753282 Federal Fee OW DRL P 02/22, Three Rivers Federal 34-35-720 Three Rivers Fed 34-35-720 35 070S 200E 4304753282 Federal Fee OW APD APRVD 06/10, Three Rivers Federal 34-42-720 Three Rivers Fed 34-43-720 35 070S 200E 4304753915 Federal Federal OW APD APRVD 08/01, Three Rivers Federal 34-43-720 Three Rivers Fed 35-11-720 Three Rivers Fed 35-11-720 35 070S 200E 4304753916 Federal Federal OW APD APRVD 07/25/13 08/01, Three Rivers Federal 35-11-720 Three Rivers Fed 35-11-720 35 070S 200E 4304753917 Federal Federal OW APD APRVD 07/25/13 08/01, Three Rivers Federal 35-12-720 Three Rivers Fed 35-13-720 35 070S 200E 4304753917 Federal Federal OW APD APRVD 08/01, Three Rivers Federal 35-13-720 Three Rivers Fed 35-13-720 35 070S 200E 4304753917 Federal Federal OW APD APRVD 08/01, Three Rivers Federal 35-13-720 Three Rivers Fed 35-13-720 35 070S 200E 4304753917 Federal Federal OW APD APRVD 08/20, Three Rivers Federal 35-13-720 Three Rivers Fed 35-13-720 35 070S 200E 4304753954 Federal Federal OW APD APRVD 08/20, Three Rivers Fed 35-14-720 35 070S 200E 4304753953 Federal Federal OW APD APRVD 08/20, THREE RIVERS FED 35-32-720 Three Rivers Fed 35-32-720 35 070S 200E 430475300S 19138 Federal Federal OW APD APRVD 08/22, THREE RIVERS FED 35-34-720 Three Rivers Fed 35-34-720 35 070S 200E 430475300F Federal Federal OW APD APRVD 08/22, Three Rivers Fed 35-42-720 35 070S 200E 430475300F Federal Federal OW APD APRVD 08/21/21, Three Rivers Fed 35-42-720 35 070S 200E 430475300F Federal Federal OW APD APRVD 08/21/21, Three Rivers Fed 35-42-720 35 070S 200E 430475300F Federal Federal OW APD APRVD 08/21/21, Three Rivers Fed 35-42-720 35 070S 200E 430475300F Federal Federal OW APD APRVD 08/21/21, Three Rivers Fed 35-42-720 Three Rivers Fed 35-42-720 35 070S 200E 430475300F Federal Federal OW APD APRVD 08/21/21, Three Rivers Fed 35-42-720 Three Rivers Fed	THREE RIVERS FED 34-23-720	Three Rivers Fed 34-23-720	34	070S	200E	4304752945	19049	Federal	Fee	ow	DRL	Р	ш	02/12/13
Three Rivers Federal 34-33-720	Three Rivers Federal 34-25-720	Three Rivers Fed 34-25-720	34	070S	200E	4304753283		Federal	Fee			APRVD		06/10/13
Three Rivers Federal 34-35-720	THREE RIVERS FED 34-33-720	Three Rivers Fed 34-33-720	34	070S	200E	4304752947	19050	Federal	Fee	_		Р		02/22/1
Three Rivers Federal 34-42-720	Three Rivers Federal 34-35-720	Three Rivers Fed 34-35-720	34	0705	200E	4304753282						APRVD	7	06/10/1
Three Rivers Federal 34-43-720	Three Rivers Federal 34-42-720	Three Rivers Fed 34-42-720	35	070S	200E	4304753915			-				2	08/01/13
Three Rivers Federal 35-11-720 Three Rivers Fed 35-11-720 35 070S 200E 4304753944 Federal Federal OW APD APRVD 08/01/ Three Rivers Federal 35-12-720 Three Rivers Fed 35-12-720 35 070S 200E 4304753917 Federal Federal OW APD APRVD 08/01/ Three Rivers Federal 35-13-720 Three Rivers Fed 35-13-720 35 070S 200E 4304753554 Federal Federal OW APD APRVD 08/20/ Three Rivers Federal 35-14-720 Three Rivers Fed 35-14-720 35 070S 200E 4304753553 Federal Federal OW APD APRVD 08/20/ THREE RIVERS FED 35-32-720 Three Rivers Fed 35-21-720 35 070S 200E 4304753943 Federal Federal OW APD APRVD 08/22/ THREE RIVERS FED 35-32-720 Three Rivers Fed 35-32-720 35 070S 200E 430475300S 19138 Federal Federal OW APD APRVD 07/25/13 UNIVERSE RIVERS FED 35-32-720 Three Rivers Fed 35-34-720 35 070S 200E 430475300S 19138 Federal Federal OW APD APRVD 02/22/ THREE RIVERS FED 35-32-720 Three Rivers Fed 35-34-720 35 070S 200E 430475300F Federal Federal OW APD APRVD 02/22/ THREE RIVERS FED 35-42-720 Three Rivers Fed 35-42-720 35 070S 200E 430475300F Federal Federal OW APD APRVD 02/22/ Three Rivers Federal 35-43-720 Three Rivers Fed 35-42-720 35 070S 200E 430475300F Federal Federal OW APD APRVD 02/22/ Three Rivers Federal 35-42-720 Three Rivers Fed 35-42-720 35 070S 200E 430475300F Federal Federal OW APD APRVD 02/22/ Three Rivers Federal 35-44-720 Three Rivers Fed 35-42-720 35 070S 200E 430475300F Federal Federal OW APD APRVD 08/01/ Three Rivers Fed 35-44-720 Three Rivers Fed 35-44-720 35 070S 200E 430475300F Federal Federal OW APD APRVD 08/01/ Three Rivers Fed 03-34-820 Three Rivers Fed 03-34-820 3 080S 200E Federal NA SUB 12/10/13 2 Three Rivers Fed 03-44-820 Three Rivers Fed 03-34-820 3 080S 200E Federal NA SUB 12/10/13 2 Three Rivers Fed 03-44-820 Three Rivers Fed 08-31-820 8 080S 200E Federal NA SUB 12/10/13 3	Three Rivers Federal 34-43-720	Three Rivers Fed 34-43-720	35	070S	200E	4304753916				-			a	08/01/13
Three Rivers Federal 35-12-720	Three Rivers Federal 35-11-720	Three Rivers Fed 35-11-720	35	0705	200E	4304753944			\vdash	_				
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Three Rivers Federal 35-14-720	Three Rivers Federal 35-13-720	Three Rivers Fed 35-13-720	35	0705	200E								3	08/20/13
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Sundry Number: 48332 API Well Number: 43047535580000

			FORM 9
	5.LEASE DESIGNATION AND SERIAL NUMBER: Patented		
SUNDR	RY NOTICES AND REPORTS C	N WELLS	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
	oposals to drill new wells, significantly d reenter plugged wells, or to drill horizon n for such proposals.		7.UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well			8. WELL NAME and NUMBER: Three Rivers 7-34-821
2. NAME OF OPERATOR: ULTRA RESOURCES INC			9. API NUMBER: 43047535580000
3. ADDRESS OF OPERATOR: 304 Inverness Way South #	#245 , Englewood, CO, 80112	PHONE NUMBER: 303 645-9810 Ext	9. FIELD and POOL or WILDCAT: UNDESIGNATED
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0652 FSL 1923 FEL			COUNTY: UINTAH
QTR/QTR, SECTION, TOWNSH	H IP, RANGE, MERIDIAN: 07 Township: 08.0S Range: 21.0E Meridia	nn: S	STATE: UTAH
11. CHEC	K APPROPRIATE BOXES TO INDICATE	NATURE OF NOTICE, REPOR	RT, OR OTHER DATA
TYPE OF SUBMISSION		TYPE OF ACTION	
	ACIDIZE [ALTER CASING	CASING REPAIR
NOTICE OF INTENT Approximate date work will start:	CHANGE TO PREVIOUS PLANS	CHANGE TUBING	CHANGE WELL NAME
2/15/2015	CHANGE WELL STATUS	COMMINGLE PRODUCING FORMATIONS	CONVERT WELL TYPE
SUBSEQUENT REPORT	DEEDEN [FRACTURE TREAT	New Construction
Date of Work Completion:		¬	
	OPERATOR CHANGE	PLUG AND ABANDON	☐ PLUG BACK
SPUD REPORT	PRODUCTION START OR RESUME	RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
Date of Spud:	REPERFORATE CURRENT FORMATION	SIDETRACK TO REPAIR WELL	L TEMPORARY ABANDON
	TUBING REPAIR	VENT OR FLARE	WATER DISPOSAL
DRILLING REPORT Report Date:	WATER SHUTOFF	SI TA STATUS EXTENSION	✓ APD EXTENSION
	WILDCAT WELL DETERMINATION	OTHER	OTHER:
12. DESCRIBE PROPOSED OR	COMPLETED OPERATIONS. Clearly show al	I pertinent details including dates, o	depths, volumes, etc.
	nc. respectfully requests a one		Approved by the
state	drilling permit for the referen	ced well.	Utah Division of Oil, Gas and Mining
			Date: March 10, 2014
			By: Bacysill
			73
NAME (PLEASE PRINT)	PHONE NUMBE	R TITLE	
Jenna Anderson	303 645-9804	Permitting Assistant	
SIGNATURE N/A		DATE 3/3/2014	

Sundry Number: 48332 API Well Number: 43047535580000



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43047535580000

API: 43047535580000 **Well Name:** Three Rivers 7-34-821

Location: 0652 FSL 1923 FEL QTR SWSE SEC 07 TWNP 080S RNG 210E MER S

Company Permit Issued to: ULTRA RESOURCES INC

Date Original Permit Issued: 4/9/2013

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

• If located on private land, has the ownership changed, if so, has the surface agreement been updated? Yes No
 Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? Yes No
 Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? Yes No
 Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location? Yes No
• Has the approved source of water for drilling changed? Yes No
 Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? Yes No
• Is bonding still in place, which covers this proposed well? Yes No

Signature: Jenna Anderson Date: 3/3/2014

Title: Permitting Assistant Representing: ULTRA RESOURCES INC

Sundry Number: 61803 API Well Number: 43047535580000

			FORM 9
	STATE OF UTAH DEPARTMENT OF NATURAL RESOURCE	FS	
	5.LEASE DESIGNATION AND SERIAL NUMBER: Patented		
SUNDR	RY NOTICES AND REPORTS	ON WELLS	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
	oposals to drill new wells, significantly or reenter plugged wells, or to drill horizon n for such proposals.		7.UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well			8. WELL NAME and NUMBER: Three Rivers 7-34-821
2. NAME OF OPERATOR: ULTRA RESOURCES INC			9. API NUMBER: 43047535580000
3. ADDRESS OF OPERATOR: 116 Inverness Drive East, S	Suite #400 , Englewood, CO, 80112	PHONE NUMBER: 303 645-9809 Ext	9. FIELD and POOL or WILDCAT: UNDESIGNATED
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0652 FSL 1923 FEL			COUNTY: UINTAH
QTR/QTR, SECTION, TOWNSH	HIP, RANGE, MERIDIAN: 07 Township: 08.0S Range: 21.0E Merid	ian: S	STATE: UTAH
11. CHEC	K APPROPRIATE BOXES TO INDICAT	E NATURE OF NOTICE, REPOR	RT, OR OTHER DATA
TYPE OF SUBMISSION		TYPE OF ACTION	
	ACIDIZE	ALTER CASING	CASING REPAIR
NOTICE OF INTENT Approximate date work will start:	CHANGE TO PREVIOUS PLANS	CHANGE TUBING	CHANGE WELL NAME
4/24/2015	CHANGE WELL STATUS	COMMINGLE PRODUCING FORMATIONS	CONVERT WELL TYPE
SUBSEQUENT REPORT	DEEPEN	FRACTURE TREAT	☐ NEW CONSTRUCTION
Date of Work Completion:	OPERATOR CHANGE	PLUG AND ABANDON	PLUG BACK
	_	RECLAMATION OF WELL SITE	
SPUD REPORT Date of Spud:	PRODUCTION START OR RESUME		RECOMPLETE DIFFERENT FORMATION
Date or Spud:	REPERFORATE CURRENT FORMATION	SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
_	TUBING REPAIR	VENT OR FLARE	WATER DISPOSAL
DRILLING REPORT Report Date:	WATER SHUTOFF	SI TA STATUS EXTENSION	✓ APD EXTENSION
	WILDCAT WELL DETERMINATION	OTHER	OTHER:
Ultra respectfully re	completed operations. Clearly show a equests a one year extension well. This is the second exte	n of the state permit for	depths, volumes, etc. Approved by the UManchi ଓଡ଼ି ଦେଥି 0 ଏ 5
the referenced	requested.	nsion that has been	Oil, Gas and Mining
			Date:
			By: Docylll
NAME (PLEASE PRINT) Jenna Anderson	PHONE NUMB 303 645-9804	ER TITLE Permitting Assistant	
SIGNATURE N/A		DATE 3/24/2015	

Sundry Number: 61803 API Well Number: 43047535580000



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43047535580000

API: 43047535580000 **Well Name:** Three Rivers 7-34-821

Location: 0652 FSL 1923 FEL QTR SWSE SEC 07 TWNP 080S RNG 210E MER S

Company Permit Issued to: ULTRA RESOURCES INC

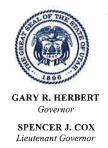
Date Original Permit Issued: 4/9/2013

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• Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location? (Yes (No
• Has the approved source of water for drilling changed? Yes No
• Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? Yes No
• Is bonding still in place, which covers this proposed well? Yes No
neture: John Anderson Dete: 2/24/2015

Signature: Jenna Anderson Date: 3/24/2015

Title: Permitting Specialist Representing: ULTRA RESOURCES INC



State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

April 21, 2016

Ultra Resources Inc. 116 Inverness Dr E Ste. 400 Englewood, CO 80112

Re: APDs Rescinded for Ultra Resources Inc., Uintah County

Ladies and Gentlemen:

Enclosed find the list of APDs that is being rescinded. No drilling activity at these locations has been reported to the division. Therefore, approval to drill these wells is hereby rescinded as of April 21, 2016.

A new APD must be filed with this office for approval <u>prior</u> to the commencement of any future work on the subject location.

If any previously unreported operations have been performed on this well location, it is imperative that you notify the Division immediately.

Sincerely,

Diana Mason

Environmental Scientist

cc:

Well File

Bureau of Land Management, Vernal



Three Rivers 7-34-821	43-047-53558
Three Rivers 7-23-821	43-047-53559
Three Rivers 7-21-821	43-047-53560
Three Rivers 7-22-821	43-047-53561
Three Rivers 7-12-821	43-047-53562
Three Rivers 18-22-821	43-047-53620
Three Rivers 18-32-821	43-047-53621